

**Bylaws of
The School Project Foundation, Inc.
(Doing Business as the North Dakota Study Group)
As Amended March 25, 2021**

Article 1: Name

The name of this Corporation shall be The School Project Foundation, Inc., hereinafter referred to as the “Corporation.” The Corporation may do business under the name set forth in its Articles of Incorporation or under assumed business names. However, if the Corporation does business under a name other than that set forth in its Articles of Incorporation, then the Corporation shall file a certificate of assumed business name as required by law.

Article 2: Offices

Article 2.1. Principal Office and Registered Office and Agent.

The Corporation’s initial principal and registered office is located at 5011 N. Limberlost Lane, Bloomington, Indiana, 47405, and the Corporation’s initial registered agent at that office is Daniel Baron. The Corporation may change its registered agent and/or registered office at any time by resolution of the Board of Directors and upon filing the appropriate notice with the Indiana Secretary of State, and by amendment of these bylaws.

Article 3: Nonprofit Purposes

Article 3.1. IRC Section 501(c)(3) Purposes

This Corporation is organized exclusively for charitable, religious, scientific, literary, or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Article 3.2. Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be to: (1) promote and support educational choices that provide rich experiential learning opportunities; (2) engage learners in substantive democratic practice; (3) develop school and community partnerships in order to achieve educational equity; (4) support the development of teachers, education activists, and school leaders who have demonstrated commitment to environmental sustainability, social justice and educational equity; (5) provide fundraising assistance to and support for the North

Dakota Study Group; and (6) provide consulting and facilitation services to education organizations that have demonstrated their commitment to environment sustainability, educational equity, and social justice.

Article 3.3. Prohibited Purposes and Acts.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any provision of the Articles of Incorporation of the Corporation or any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c) (2), 2055(a) of the Internal Revenue Code.

(d) References in this section to a provision of the Internal Revenue Code shall be deemed to refer to the provision of the Internal Revenue Code of 1986, as amended, and also to the corresponding provision of any future federal tax law.

Article 4: Directors

Article 4.1. Number

The corporation shall have not less than 3 and not more than 11 directors and collectively they shall be known as the North Dakota Study Group Board of Directors.

Article 4.2. Election of Directors

Voting for the election of directors shall be by voice ballot. Each director shall cast one vote per candidate. The candidates receiving the highest number of votes shall be elected to serve on the board.

Article 4.3: Powers

Subject to the provisions of the laws of Indiana and any limitations in the Articles of Incorporation and these bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Article 4.4: Duties

It shall be the duty of the directors to:

- a. Perform all duties imposed on them by law, by the Articles of Incorporation, and/or by these bylaws;
- b. Supervise all officers, agents, and employees of the corporation;
- c. Meet at such times and places as required by these bylaws;
- d. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Article 4.5: Term of Office

Each director shall hold office for a period of 3 years and until his or her successor is elected and qualifies. In order to ensure continuity among the directors of the Corporation, the terms of the members of the Board of Directors may be staggered as necessary.

Article 4.6: Resignation, Removal, and Vacancies

a. Resignation

Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chair, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt. No director may resign if the corporation would then be left without a duly elected director or directors, except upon notice to the Office of the Attorney General or other appropriate agency of this state. The acceptance of a resignation shall not be necessary to make it effective.

b. Removal

A director may be removed from office with cause by a majority of the directors then in office. Cause shall include, but not limited, to:

- (i) Violations of applicable law, including (but not limited to):
 - (a) Violations of the Indiana Charter School Law; and
 - (b) Actions that would jeopardize the tax-exempt status of the Corporation or would subject it to intermediate sanctions under the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code");
- (ii) Breach of fiduciary duty, including (but not limited to) a violation of the applicable standard of care under the Articles, these Bylaws, or applicable law.
- (iii) Breach of any governing document relating to the Corporation.

- (iv) Inadequate attendance at meetings of the Board of Directors, defined as absence from three consecutive meetings or from at least fifty percent (50%) of such meetings within one (1) calendar year.

c. Vacancies

Unless otherwise prohibited by the Articles of Incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office for a term of 3 years or until his or her death, resignation, or removal from office.

Article 4.7: Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board, and directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

Article 4.8: Nonliability of Directors

The directors shall not be personally liable for debts, liabilities, or other obligations of the corporation.

Article 4.9: Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under Indiana law.

Article 4.10: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

Article 5: Officers

Any person may serve as Officer of the Corporation. Each officer shall be elected by the Board of Directors and shall serve for one (1) year, or such other period as prescribed by the directors at the time of such election, or until he or she resigns or is removed or is otherwise disqualified to serve, or until the officer's successor is elected and qualified, whichever occurs first.

Article 5.1: Officers named

The officers of the Corporation shall consist of a: (1) Chair; (2) Assistant Chair, (3) Secretary; (4) Treasurer; and (5) such other officers as the Board of Directors may otherwise elect. An officer may not simultaneously hold more than one (1) office. Any person may serve as an Officer of the Corporation.

Article 5.2: Chair

The chair shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementing policies established by the Board of Directors. The Chair shall perform such other duties as the Board of Directors may prescribe.

Article 5.3: Assistant Chair

The assistant chair shall preside in the absence of the chair and shall perform such other duties as from time to time may be assigned by the Chair or the Board of Directors.

Article 5.4: Secretary

The Secretary shall:

(a) keep the minutes of meetings of the Board of Directors; (b) provide all notices in accordance with the provisions of these bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

Article 5.5: Treasurer

The treasurer shall:

(a) Have charge and custody of, and be responsible for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(b) Receive, and give receipt for monies due and payable to the corporation from all sources;

(c) Disburse the funds of the corporation as may be directed by the Board of Directors;

(d) Keep and maintain correct accounts of the corporation's transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore;
- (f) Render to the directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation;
- (g) Prepare and certify the financial statements to be included in any required reports; and
- (h) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article 5.6 Program Committee Representative

The Program Committee Representative shall be a North Dakota Study Group Cochair or another member designated by the Program Committee to represent the interests and needs of the programs of North Dakota Study Group to the Board of Directors. The Board of Directors exists to enable programs and program plans of the North Dakota Study Group for which the Program Committee Representative is a communication link.

Article 5.7: Other Officers

Other officers of the Corporation shall perform such duties as the Board of Directors may prescribe.

Article 5.8: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article 5.9: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.

Article 5.10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall comport with this Corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

Article 6: Meetings

Article 6.1. Place of Meetings

Meetings may be held face-to-face, by conference telephone, or by an internet-based technology as designated by the Chair or by the Board of Directors.

Article 6.2. Regular Meetings

The Board of Directors shall meet at least annually. Meetings shall be held at meetings of the North Dakota Study Group or by conference telephone or internet-based technology. The Board of Directors may provide for additional meetings of the Board so long as adequate notice is provided.

Article 6.3. Annual Meeting

The annual meeting shall be for the purpose of organization, election of Directors and officers, and consideration of any other business that may properly be brought before the meeting and shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors. If the annual meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors.

Article 6.4. Special Meetings

Special meetings of the Board of Directors may be called by the Chair or by any three directors. Such meetings shall be held face-to-face, conference call, or an internet-based technology as designated by the person or persons calling the special meeting.

Article 6.5. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- b. Special Meetings. At least two days prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by electronic mail, and shall state the place, date, and time of the meeting and the matters proposed for action at the meeting.

Article 6.6. Quorum for Meetings

A quorum shall consist of 50% of the total number of members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Article 6.7. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Article 6.8. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or the member designated by the Chairperson. Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws or with provisions of law.

Article 7: Execution of Instruments, Deposits, and Funds

Article 7.1: Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Article 7.2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer.

Article 7.3: Deposits

Funds of the Corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories that the Treasurer, with notice to the Board, may select.

Article 7.4: Gifts

The Treasurer, with notice to the Board of Directors, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

Article 7.5: Fiscal Year

Unless otherwise fixed by the Board of Directors, the fiscal year of the corporation shall end on the thirtieth day of June each year.

Article 8: Corporate Records and Reports

Article 8.1: Maintenance of Corporate Records

The corporation shall post annually on its website:

- a. Minutes of all meetings, indicating their time and place, whether regular or special, the names of those present, and the proceedings thereof;
- b. A statement of assets and liabilities and balance sheet for earlier fiscal years;
- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- d. Interested parties may secure from the secretary minutes of meetings not yet posted.
- e. Interested parties may secure from the treasurer correct books and records of accounts, including accounts of its transactions and assets, liabilities, receipts, disbursements, gains, and losses.

Article 8.2: Directors' Inspection Rights

Directors may, at any reasonable time, inspect and copy all books, records, and documents of every kind and inspect the physical properties of the corporation.

Article 8.3: Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 9: Dissolution of the Corporation

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to The James and Grace Lee Boggs School, 7600 Goethe Street, Detroit, Michigan, 48214, a tax exempt corporation pursuant to Section 501(c)(3) of the Internal Revenue Code, for a public purpose.

Such distribution shall be made in accordance with all applicable provisions of the laws of Indiana. Should the James and Grace Lee Boggs School no longer exist at the time of this Corporation's dissolution, assets remaining after this Corporation's dissolution should be distributed for one or more exempt purposes in accordance with all applicable provisions of the laws of Indiana.

Article 10: Conflict of Interest and Compensation Approval Policies

Article 10.1: Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article 10.2: Definitions

a. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement (compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial), or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Article 10.3: Conflict of Interest Avoidance Procedures

- a. An interested person must disclose the existence of the financial interest and be given opportunity to disclose material facts to the board considering the transaction or arrangement.
- b. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board while the determination of a conflict of interest is discussed and voted upon.
- c. After exercising due diligence, the governing board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In so doing it shall make its decision as to whether to enter into the transaction or arrangement.

e. If the governing board has reasonable cause to believe a member has not disclosed actual or possible conflicts of interest, it shall inform the member and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 10.4: Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board shall contain:

- a. The names of the persons who disclosed a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of persons present for discussions relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article 10.5. Compensation Approval Policies

- a. A voting member of the board who receives compensation from the corporation for services may not vote on matters pertaining to that member's compensation.
- b. The terms of compensation shall be approved by the board prior to the first payment.
- c. The board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions, and actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement
- d. The terms of compensation shall be recorded in written minutes of the meeting of the board that approved the compensation.

Article 10.6. Annual Statements

Each director and principal officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the corporation is tax-exempt and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article 10.7: Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article 11: Amendment of Bylaws

Article 11.1: Amendment

The bylaws of this Corporation, except otherwise specified under provisions of law, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

Article 12: Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of these bylaws' provisions be held unenforceable or invalid for any reason, the remaining provisions of these bylaws shall be unaffected by such holding. All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all duly-elected directors of this Corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 12 preceding pages, as the bylaws of this Corporation as amended on March 25, 2021.

John Lockhart _____

Sascha Betts _____

Mary McDonnell Harris _____

David Wasserman _____

Daniel Baron _____

A record of signatures by the individual directors may be secured from the Secretary.