

Supporting the students, teachers and staff of STEM Magnet Academy

BYLAWS
OF
FRIENDS OF STEM MAGNET ACADEMY SCHOOL

MISSION STATEMENT

Friends of STEM seeks to support the educational, financial and diverse experiences at STEM Magnet Academy by developing an inclusive and harmonious relationship among school, home, and community; and by encouraging parental involvement through volunteer services and resource support.

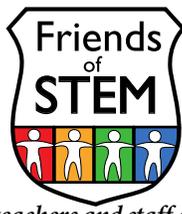
ARTICLE 1 – CORPORATION

SECTION 1.1 NAME: The name of the corporation is Friends of STEM (the “Corporation”), it is an Illinois not-for-profit corporation.

ARTICLE II – PURPOSE

SECTION 2.1 CORPORATE PURPOSE: The purposes of the Corporation are to operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future federal tax code (the “Code”), including, but not limited to, the following:

- (a) To promote and support the academic and extra curricular programs at STEM Magnet Academy Elementary School, a public elementary school located in Chicago, Illinois (“STEM Magnet Academy Elementary School”).
- (b) To assist STEM Magnet Academy Elementary School in enriching its educational programs by securing, raising and arranging for funds and capital through fundraising activities, including special events, solicitations and grant requests.
- (c) To aid STEM Magnet Academy Elementary School in obtaining resources for improving and beautifying its facilities and grounds necessary for the well-being and safety of the school community.
- (d) To develop plans and strategies to identify and solicit individuals, community members, businesses and foundations for gift and grant support.
- (e) To foster business and community involvement, to improve the quality of public education and assist STEM Magnet Academy Elementary School in achieving its educational objectives.
- (f) To educate the community on the advantages of charitable giving and to motivate prospects to make donations that benefit and promote the educational needs of the community.
- (g) To maintain, manage and administer funds and expend principal and income in furtherance of the Corporation’s purposes.



(h) To invest in for-profit activities that are consistent with and in furtherance of the charitable and educational purposes of the Corporation and engage in any other activities that may be pursued by an organization organized under Section 501(c)(3) of the Code and permitted by the Illinois General Not-for-Profit Corporation Act.

SECTION 2.2 INTENDED USE AND DISTRIBUTION OF FUNDS:

Use of funds shall be with the intention of meeting one or more of the stated objectives of the Continuous Improvement Work Plan (CIWP) for Accelerating Academic Achievement, the school administration and/or FOS Board of Directors.

Distribution of funds to the administration will occur only after a Board of Directors majority vote.

SECTION 2.3 NOT-FOR-PROFIT ORGANIZATION: All assets and earnings of the Corporation shall be used exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(a) No part of the net earnings of the Corporation shall benefit or be distributable to, its directors, trustees, 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 herein;

(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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code; and

(c) Notwithstanding any other provisions of these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

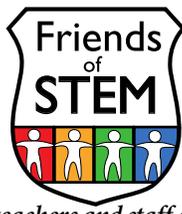
ARTICLE III – MEMBERS

Any parent, guardian, STEM Magnet Academy staff or other adult standing in loco parentis for a student at the school may be a member.

ARTICLE IV – OFFICERS AND ELECTIONS

SECTION 4.1 OFFICERS: The officers of the Corporation shall consist of a president, vice president, secretary, corresponding secretary, treasurer, school representative and such other officers as the Board of Directors may authorize from time to time.

a. **President.** The President shall provide effective leadership for the functioning and operation of the Board of Directors. The President shall preside at all meetings of the



Board of Directors; represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating and audit committees, sign all contracts and obligations authorized by the Board of Directors; and coordinate the work of all the officers and committees so that the purpose of the organization is served; perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Election for the position of President will be held in the month of May during the “even” calendar year.

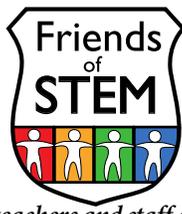
b. **Vice President.** The Vice President shall assist the president and carry out the president’s duties in his or her absence or inability to serve. All committee directors will report to the Vice President. Election for the position of Vice President will be held in the month of May during the “even” calendar year.

c. **Secretary.** The Secretary shall attend and record the minutes of the meetings of the Board of Directors; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; act as custodian of the corporate records; have authority to certify the Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Meeting minutes will be posted on FOS website no later than five days after meetings. Election for the position of Secretary will be held in the month of May during the “even” calendar year.

d. **Corresponding Secretary.** The Corresponding Secretary shall assist the secretary and carry out the secretary’s duties in his or her absence or inability to serve. Election for the position of Corresponding Secretary will be held in the month of May during the “odd” calendar year.

e. **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation and be responsible for the receipt and disbursement thereof; perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may from time to time prescribe. The cost of such bond shall be borne by the Corporation. Election for the position of Treasurer will be held in the month of May during the “odd” calendar year.

f. **School Representative.** The school representative shall act as a liaison between Friends of STEM and STEM Magnet Academy. The school representative will attend monthly meetings, vote, and incorporate the school’s vision into the meetings. This representative shall be identified by the school faculty and staff.



g. Additional Officers. The Board of Directors may elect or authorize the appointment of additional officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board from time to time may direct.

SECTION 4.2 NOMINATIONS AND ELECTIONS: Elections will be held on a day in May. The nominating committee shall present the candidate(s) of each office (President, Vice President, Secretary, Corresponding Secretary and Treasurer) at the meeting held one month prior to the election in April. At the April meeting, nominations may also be made from the floor. Nominations shall be announced again seven days prior to elections. Voting shall be by ballot vote at STEM Magnet Academy from 7:30 a.m. – 6:30 p.m. on one day in the month of May. The officers will be announced within 2 business days of the election. Officers will begin their term on July 1st.

SECTION 4.3 ELIGIBILITY: Eligibility for an officer position requires that you have been a member of the Friends of STEM as a parent/guardian/caregiver/school representative at the school since the beginning of the current school year (September prior to elections).

SECTION 4.4 TERMS OF OFFICE: Officers are elected for a two-year term and may not serve consecutive terms in the same position. Each officer shall serve until his successor is elected. At the conclusion of a two - year term, an officer may run for a different position.

SECTION 4.5 VACANCIES: Any vacancy occurring in an office shall be filled by the Board of Directors at any regular or special meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A seven-day notice will be given prior to the meeting.

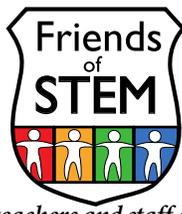
SECTION 4.6 REMOVAL FROM OFFICE: The Board of Directors may remove (by two-thirds vote) any officer whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby.

SECTION 4.7 RESIGNATION: Any officer may resign at any time by giving written notice to the president or secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no effective date is specified, then upon receipt of the notice by the president or secretary. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V – MEETINGS

SECTION 5.1 REGULAR MEETINGS: The Corporation will schedule regular monthly meetings. The full schedule of meetings will be announced and published by August 15 of each year.

SECTION 5.2 NOTICE OF SPECIAL MEETINGS: Written notice of special meetings of the Board of Directors stating the date, time and place shall be provided not less than



three days prior to the date of the special meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except that no director shall be removed at a special meeting unless written notice of the proposed removal is delivered to all directors at least twenty days prior to such meeting.

SECTION 5.3 QUORUM: A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. No votes will be made by proxy, mail or e-mail ballot.

SECTION 5.4 MANNER OF ACTING: The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws or by law.

SECTION 5.5 ACTION BY WRITTEN CONSENT OF DIRECTORS: Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote of all 6 of the directors.

The action taken shall be effective when all the directors have approved the consent, unless the consent specifies a different effective date.

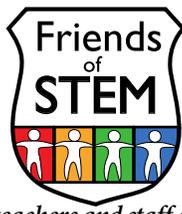
SECTION 5.6 TELEPHONE PARTICIPATION: Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone, or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute attendance and presence of the person or persons so participating.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 6.1 MEMBERSHIP: The Board of Directors shall consist of the officers and standing directors of committees.

SECTION 6.2 DUTIES: The duties of the Board of Directors shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

SECTION 6.3 MEETINGS: The Board of Directors shall meet at least four times a year. The annual meeting shall be held each year in May at a time and place to be decided upon by the President. Additional regular meetings shall be held at such time and place as shall be designated by the President. Special meetings of the Board of Directors may be called



by the President or by any two directors and shall be held at such time and place as may be specified in the notice of the meeting.

SECTION 6.4 QUORUM: A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. No votes will be made by proxy, mail or e-mail ballot

SECTION 6.5 GENERAL POWER: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall constitute the governing Board of the Corporation.

SECTION 6.6 NUMBER AND QUALIFICATION: The Corporation will have a Board of Directors consisting of not less than five (5) and not more than fifteen (15) members. The exact number of directors may be fixed or changed from time to time, within the minimum or maximum, by the directors without further amendment to these Bylaws.

SECTION 6.7 ELECTION AND TERM OF OFFICE: Officers (President, Vice President, Secretary, Corresponding Secretary and Treasurer) will be elected during the May election. Committee directors will be elected at the first general meeting of the year and take office at the close of the meeting. Officers will hold office for a term of two years. Committee directors will hold office for a term of one year.

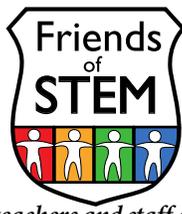
SECTION 6.8 REMOVAL OF DIRECTORS: Any director may be removed at any time, with or without cause, by a majority of directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. No special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting.

SECTION 6.9 RESIGNATIONS: A director may resign at any time by giving written notice to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

SECTION 6.10 VACANCIES: Any vacancy occurring on the Board of Directors or any directorship to be filled by reason of increase in the number of directors shall be filled for the unexpired portion of the term by the Board of Directors.

ARTICLE VII – COMMITTEES

The Board of Directors, by resolution adopted by a majority of the directors in office, may create one or more committees and choose directors and other persons to serve on the committee or committees. Each committee shall consist of one or more directors with the exception of a nominating committee that may be comprised entirely of non-directors. To the extent provided by the Board of Directors, each committee may exercise the authority of the Board of Directors, except as limited by Section 108.40(c) of the Illinois Not-for-Profit Act. Any member of a committee may be removed by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the



Corporation would be served by such removal. Unless a committee member dies, resigns or is removed, he/she shall serve on the committee to which he/she was appointed until his/her successor is appointed or the committee is terminated. Unless otherwise provided in the resolution of the Board of Directors creating the committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the committee members present and voting at a committee meeting where a quorum is present shall be the act of the committee. Each committee shall keep regular minutes of its meetings and report the same to the directors when required. Directors need to be actively involved in the committee in which he/she represents.

SECTION 7.1 MEMBERS: Committees may consist of directors, officers and members, with each director reporting to the Vice President. Officers shall not hold a director's position of any committee.

SECTION 7.2 STANDING COMMITTEES: The following committees shall be held by the organization:

(a) Diversity and Inclusion/Outreach - The purpose of this committee is to encourage participation among STEM families, create a welcoming atmosphere at Friends of STEM meetings and events, and to foster a school culture that embraces and celebrates diversity.

(b) Volunteer - This committee will organize the parent volunteers for the school including, but not limited to: main office, specialty classes, cafeteria, recess, classrooms, assemblies, etc.

(c) Fundraising - The primary role of this committee is to plan events to raise funds to support proposed budgets set forth by the Friends of STEM and approved by the governing board.

(d) Grant Writing - The primary responsibility of this committee is to identify and apply for grants (some in collaboration with school instructional staff to raise funds for specific school initiatives).

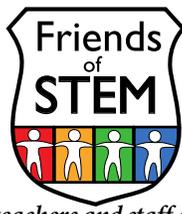
(e) Social/Event Planning - This committee will identify, coordinate and/or implement social events.

(f) Media/Communication - This committee is responsible for coordinating the content and distribution of timely communications of all announcements and events [using methods including but not limited to: e-mail, website, social media, fliers and news releases].

(g) Health, Wellness and Safety - The purpose of this committee is to educate and promote health and safety practices among STEM students, their families, and surrounding communities.

(h) School Beautification/Green Project - The purpose of this committee will be to help to enhance the school's surroundings and to promote environmental awareness.

(i) Partnerships - This committee is responsible for identifying, building and maintaining



relationships with local corporations and institutions focused on science, technology and engineering (or: that support the mission and goals of STEM Magnet Academy).

SECTION 7.3 ADDITIONAL COMMITTEES: A special Audit and special Nominations Committee will be appointed as needed. The governing board may appoint additional committees as needed.

SECTION 7.4 COMMISSIONS/ADVISORY BODIES: The Board of Directors, by resolution adopted by a majority of the directors in office, may create and appoint directors and/or non-directors to a commission, advisory body or other such body, which body may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or its officers.

ARTICLE VIII – FINANCES

SECTION 8.1: A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

SECTION 8.2: The treasurer shall keep accurate records of any disbursements, income, and bank account information.

SECTION 8.3: The board shall approve all expenses of the organization.

SECTION 8.4: Authorized signers for all checks and withdrawals shall be the president and treasurer.

SECTION 8.5: The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

SECTION 8.6: Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

SECTION 8.7: The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

ARTICLE IX – PARLIAMENTARY AUTHORITY

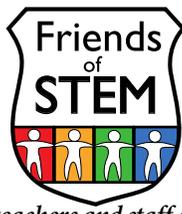
Robert's Rules of Order shall govern meetings when they are not in conflict with the Corporation's bylaws.

ARTICLE X – STANDING RULES

Standing rules may be approved by the Board of Directors, and the secretary shall keep a record of the standing rules for future reference.

ARTICLE XI – DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall (1) pay or make provision for the payment of all of the liabilities of the Corporation, and (2)



transfer or convey all the property and assets of any nature of the Corporation to one or more organizations organized and operated exclusively for charitable purposes and qualified as exempt under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated for such purposes.

ARTICLE XII – AMENDMENTS

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to the Board of Directors by the secretary. Notice may be given by postal mail, email, or fax. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XIII – CONFLICT OF INTEREST POLICY

SECTION 13.1 PURPOSE: The purpose of the 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 might result in a possible excess benefit transaction. 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. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms that such person:

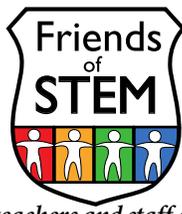
- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the Corporation is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

SECTION 13.2 DEFINITIONS:

a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers that have a direct or indirect financial interest, as defined below, is an interested person.

b. 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; or
- iii. A potential ownership or investment interest in, or compensation arrangement



with, any entity or individual with which the organization is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 13.4 PROCEDURES:

a. **Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers who are considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** 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 or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.**

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

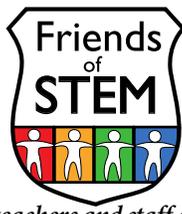
iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization’s best interest, for its own benefit, and whether it is fair and reasonable.

In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflict of Interest Policy.**

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged



failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 13.4 RECORDS OF PROCEEDINGS: The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have 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.

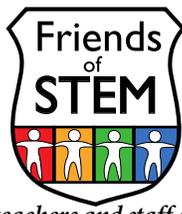
b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

SECTION 13.5 LIMITED LIABILITY OF DIRECTORS, OFFICERS AND PERSONS WHO SERVE WITHOUT COMPENSATION: No director or officer serving without compensation other than reimbursement for actual expenses of the Corporation shall be liable, and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conduct. No person who, without compensation other than reimbursement for actual expenses, renders services to or for the Corporation shall be liable, and no cause of action may be brought for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct. As used in this Section, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property. Nothing in this Section is intended to bar any cause of action against the Corporation or change the liability of the Corporation arising out of an act or omission of any director, officer, or person exempt from liability for negligence under this Article.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly,



from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

SECTION 14.1 CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract and to execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

SECTION 14.2 CHECKS AND DRAFTS: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors.

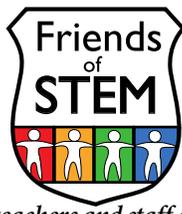
SECTION 14.3 DEPOSITS AND INVESTMENTS: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories, or invested for the account of the Corporation in such manner, as the Board of Directors may determine from time to time. The Board of Directors may designate such fiscal agents, investment advisors and custodians to direct the management of the Corporation's assets. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian.

SECTION 14.4 LOANS: No officer or director shall be authorized to obtain loans or borrow on behalf of the Corporation unless approved by resolution of the Board of Directors. No loans shall be granted to any officer or director of the Corporation.

SECTION 14.5 GIFTS: The Board of Directors or any officer may accept on behalf of, and for the benefit of, the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation.

SECTION 14.6 PERIODIC REVIEWS: To ensure that 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, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organization 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 an excess benefit transaction.

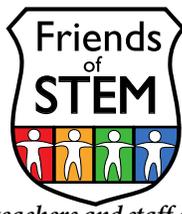


SECTION 14.7 USE OF OUTSIDE EXPERTS: When conducting the periodic reviews the Corporations may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

**ARTICLE XV - INDEMNIFICATION OF DIRECTORS,
OFFICERS AND OTHERS**

SECTION 15.1 PERMISSIVE INDEMNIFICATION WITH RESPECT TO ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION: Subject to Section 15.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

SECTION 15.2 PERMISSIVE INDEMNIFICATION WITH RESPECT TO ACTIONS BY OR IN THE RIGHT OF THE CORPORATION: Subject to Section 15.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation, unless, and only to the extent that the court in which such action or suit was



brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

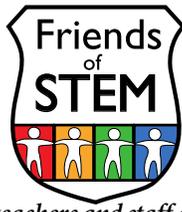
SECTION 15.3 MANDATORY INDEMNIFICATION WHERE PARTY HAS BEEN SUCCESSFUL IN DEFENSE OF ACTION: To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 15.1 and 15.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 15.4 DETERMINATION THAT STANDARDS OF CONDUCT HAVE BEEN MET: Any indemnification under Sections 15.1 and 15.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Section 15.1 or 15.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 15.5 PAYMENT IN ADVANCE OF FINAL DISPOSITION: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article XV.

SECTION 15.6 NON-EXCLUSIVITY OF INDEMNIFICATION: The indemnification provided by this Article VI shall not be deemed exclusive or any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 15.7 INSURANCE: The Corporation may purchase and maintain on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation



Supporting the students, teachers and staff of STEM Magnet Academy

would have the power to indemnify such person against such liability under the provisions of this Article XV.

Adopted by the Friend of STEM
January 19, 2013

We, the undersigned, hereby attest that the bylaws in this document represent a true and correct copy of the bylaws adopted by the Friends of STEM at a duly noticed meeting.

Daryl Harper

Maria Guzman

Friends of STEM President

Friends of STEM Secretary