

BY-LAWS OF
WISCONSIN INDEPENDENT CHRISTIAN SCHOOLS, INC.

PREAMBLE

We, people of Christian faith and members of the Body of Jesus Christ, bound by the Word of God, have hereby set forth and adopted the following By-laws for the operation and control of a non-profit corporation, Wisconsin Independent Christian Schools, Inc. This corporation will provide an educational curriculum of the highest possible standards in order to prepare the students for purposeful Godliness in any vocation or entrance into institutions of higher learning. Further, as a regular part of the curriculum of the school(s) of the corporation, our students will be presented Christian doctrine as defined in the corporation's Statement of Faith based on the Bible as the text book authority for such instruction and learning.

This we do in obedience to God's Word, namely: to train children in the nurture and admonition of the Lord (Ephesians 6:4). Further, we recognize the necessity for the moral and spiritual development of our youth through Christian education in harmony with the Holy Bible.

STATEMENT OF FAITH

Each member of the Board of Directors and staff member of the corporation having accepted Jesus Christ as his or her personal Savior, shall subscribe annually in writing to the following Statement of Faith:

We believe:

the Bible is the Word of God inspired, infallible and the sole authority for faith and practice.

God is triune, expressed in three persons: the Father, Son and Holy Spirit.

in the creation and fall of man as written in Scripture and, that in Adam all have sinned unto death requiring regeneration by the Word and by the Spirit.

in the deity of Jesus Christ, His virgin birth, His sinless life, His atonement for sin and our justification by faith in Him apart from human merit.

in a bodily resurrection and the imminent coming of Christ for His own.

the local church is God's primary plan for this age, with Christ as the Head.

the present ministry of the Holy Spirit is to indwell and fill the believer for witnessing, learning, and living a Godly life.

ARTICLE I. PURPOSES, OPERATION

SECTION 1. Principal Purpose. The principal purpose of the corporation is to provide a program of Christian education offering regular courses of study taught from God's perspective.

SECTION 2. Other Purposes. Other purposes and objectives of the corporation are as follows:

(a) To serve the needs of children regardless of Christian denominational affiliation;

(b) To educate students in an environment that promotes character development, self-control, and personal responsibility based upon the teachings of Jesus Christ;

(c) To emphasize morality, respect for authority, courtesy toward others, love of country, and above all else, obedience to God and the principles set forth in His Word.

(d) To assist parents, not replace them when carrying out this most important responsibility because God's Word tells us that the education of children is the responsibility of parents;

(e) To reinforce the Christian home, because the home, like the church, is one of two institutions God has ordained to carry out His plan for a productive Christian life;

(f) To help strengthen the home by working together with families to cultivate Christian character traits in students;

(g) To, by educational plan and God's grace, prepare students spiritually, academically, and socially as effective Christian servants in a needy world;

(h) To remember: "The goal of our instruction is love from a pure heart and good conscience and a sincere faith." 1 Timothy 1:5;

(i) To own, and/or lease, and maintain real property, buildings, and other facilities and property; and

(j) To do any and all things necessary or incident to the accomplishment of any and all of the purposes.

ARTICLE II. OFFICES

SECTION 1. Principal Office. The principal office of the corporation in the State of Wisconsin shall be located in the City of Oshkosh, County of Winnebago. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate from time to time.

SECTION 2. Registered Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERS

SECTION 1. Classes. There shall be but a single class of membership.

SECTION 2. Composition and Appointment. A Member of the corporation shall be defined as a parent or guardian of a student attending a school of the corporation who is listed in the official enrollment records as updated from time to time.

SECTION 3. Term of Membership. The term of membership of the members of the corporation shall run for the duration of their child's enrollment in the school, PROVIDED, however, that membership voting privileges may be exercised only during such time as a Member's tuition obligations, as established from time to time by written policies of the Board of Directors, are current.

SECTION 4. Voting.

(a) Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein or in the Articles of Incorporation.

(b) Members may vote on election of Directors and changes in the By-Laws.

(c) Each Member shall have one (1) vote on all voting matters placed before the membership.

(d) Any action that may be taken at an Annual or Special Meeting of the members may be taken without a meeting if the corporation delivers a written or electronic ballot to every Member entitled to vote on the matter.

(e) Two-thirds of the votes cast by the Members present in person or represented by proxy at a meeting shall be necessary for the adoption of any matter voted upon by the Members.

SECTION 5. Meetings.

(a) Annual Meeting. An annual meeting of the Members shall be held in the fourth calendar quarter of the year at the principal office of the corporation or at some other place designated by notice on such days and at such times as designated by the Board of Directors.

(b) Special Meetings. Special meeting of the Members may be called by the Board of Directors or not less than five percent (5%) of the Members having voting

rights. The place of the meeting shall be the principal office of the corporation, unless otherwise noticed by the Board of Directors.

(c) Notice of Meetings. Notices stating the place, day and hour of any meeting of members shall be provided to each member not more than 60 days and not less than 10 days before the meeting date. Notice of meetings shall provide a description of any matter that must be approved by the Members.

d) Quorum. There shall be no quorum requirement for member action.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. . General Powers and Duties. The Board of Directors shall be responsible for the operations of the corporation. The Board of Directors shall utilize and distribute the net earnings and principal funds of the corporation solely in accordance with the purposes for which the corporation was organized. In addition, the Board of Directors shall:

(a) Establish, approve and annually review written Governance Policies of the corporation defining the core values which will guide the decision-making and actions of the corporation and, among other things, define and give due weigh to the concept of “moral ownership;”

(b) Perform such duties as are set forth in the Governance Policies;

(c) Contract with all personnel of the corporation;

(d) Serve as a final board of appeals in all misunderstandings involving personnel employed by the corporation;

(e) Oversee ways and means for obtaining the necessary funds for operating the school(s);

(g) Perform other duties and functions commensurate with those of the governing body of a non-profit corporation;

(h) Serve as the trustees of the corporation; and

(i) Annually perform a qualified financial review to review all financial records of the corporation.

SECTION 2. Qualifications Each member of the Board of Directors shall be a person known as a professing and exemplary Christian as prescribed in the Statement of Faith and who complies with other requirements as set forth from time to time in the Governance Policies.

SECTION 3. Number, Tenure and Manner of Election. The number of directors shall be not less than seven (7) nor more than fifteen (15) as determined by the Board of Directors from time to time. Such directors shall be selected as follows:

(a) The members shall elect the Board of Directors from among the candidates nominated by the Board of Directors according to the process set forth in the Governance Policies.

(b) Each member of the Board of Directors shall have a term as set forth in the Governance Policies. .

(c) The Board of Directors shall elect a Chairman, Vice Chairman, Board Treasurer and Board Secretary as set forth in the Governance Policies.

SECTION 4. Regular Meetings. The Board of Directors shall meet periodically as set forth in the Governance Policies. The annual meeting of the Board of Directors shall occur during the month of October.

SECTION 5. Special Meetings. Other meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any two directors. The person or persons calling such meetings may fix any time or place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any regular meeting shall be given at least one (1) week previously thereto by oral or written notice delivered personally or mailed to each director at his or her last known address. Notice of any special meeting shall be given at least twenty-four (24) hours previously thereto by oral or written notice delivered personally or mailed to each director at his or her last known address. If mailed, such notice shall be deemed to be delivered two (2) days after being deposited in the United States Mail so addressed with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting and objects thereto to the transaction of any 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.

SECTION 7. Electronic Meetings. The directors of the corporation may participate in meetings of the Board of Directors by, or such meetings may be conducted through the use of, the telephone or any other means of communication by which any of the following occurs:

(a) All participants may simultaneously hear each other during the meeting, or

(b) All communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

A director participating in a meeting by any means authorized in this Section 2 shall be deemed to be present in person at the meeting.

SECTION 8. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but though less than such quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 9. Manner of Acting. Unless otherwise specified in these By-laws the majority vote of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 10. Removal of Director. A member of the Board of Directors may be removed pursuant to the Governance Policies.

SECTION 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office.

SECTION 12. Compensation. Directors ordinarily shall serve without compensation.

SECTION 13. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 14. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or members of such committee.

ARTICLE V. CORPORATE OFFICERS

SECTION 1. Principal Officers. The principal officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The office of President shall be filled by the Head Administrator. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. There shall be no prohibition against staff members of the corporation also serving as officers.

SECTION 2. Election and Terms of Office. The officers of the corporation shall be elected by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor is installed or until his or her death or until he or she shall have resigned or been removed in the manner provided hereinafter.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed pursuant to the Governance Policies.

SECTION 4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled pursuant to the Governance Policies.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation, subject to the control of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or some other law to be otherwise signed or executed, and in general shall 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.

SECTION 6. Vice President. In the absence of the President, or, in the event of the President's death or inability to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors or President may from time to time prescribe.

SECTION 7. Secretary. The Secretary shall: (a) keep any minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given by law; (c) be custodian of the corporate books and records of the corporation; and (d) in general, 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.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Governance Policies; and (b) in general, perform all of the duties incident to the office of Treasurer 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.

SECTION 9. Salaries. Officers ordinarily shall serve without compensation. The Board of Directors may approve salaries or compensation for the officers which shall not be unreasonable for the services rendered by them to the corporation. No officer shall be prevented from receiving any salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE VII. INDEMNIFICATION

SECTION 1. Definitions Relating to Indemnification. For the purposes of this Article VII, the following terms shall have the meanings ascribed to them in this section:

(a) "Director or Officer" shall mean any of the following:

(i) a natural person who is or was a director or officer of the corporation;

(ii) a natural person who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise;

(iii) a natural person who, while a director or officer of the corporation, is or was serving an employee benefit plan because his or her duties to the corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan;

(iv) unless the context requires otherwise, the estate or personal representative of a director or officer.

(b) "Expenses" shall include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.

(c) "Liability" shall include the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

(d) "Party" shall mean a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(e) "Proceeding" shall mean any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person.

SECTION 2. Mandatory Indemnification.

(a) The corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

(b) In cases not included under subparagraph (a), above, the corporation shall indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal fairly with the corporation in connection with a matter in which the director or officer has a material conflict of interest.

(ii) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(iii) A transaction from which the director or officer derived an improper personal profit.

(iv) Willful misconduct.

Determination of whether indemnification is required under this subparagraph shall be made under the provisions of Section 3 hereof. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea shall not, by itself, create a presumption that indemnification, of the director or officer is not required under this subparagraph.

(c) A director or officer who seeks indemnification under this section shall make a written request to the corporation.

(d) Indemnification under this section is not required if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding.

SECTION 3. Determination of Right to Indemnification. Unless provided otherwise by written agreement between the director or officer and the corporation, the director or officer seeking indemnification under subparagraph (b) of Section 2 hereof, shall select one of the following means for determining his or her right to indemnification:

(a) By majority vote of a quorum of the Board of Directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly

appointed by the Board of Directors and consisting solely of two or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(b) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in subparagraph (a) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

(c) By a panel of three arbitrators consisting of one arbitrator selected by those directors entitled under subparagraph (b) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification, and one arbitrator selected by the two arbitrators previously selected.

(d) By a court as provided in Section 6 hereof.

(e) By any other method provided for and any additional right to indemnification permitted under Section 5 hereof.

SECTION 4. Allowance of Expenses as Incurred. Upon written request by a director or officer who is a party to a proceeding, the corporation may pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the corporation with all of the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under Section 3 hereof that indemnification under Section 2 hereof is not required and that indemnification is not ordered by a court under Section 6 hereof. The undertaking under this subparagraph shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

SECTION 5. Additional Rights to Indemnification and Allowance of Expenses.

(a) Except as provided in Subsection (b), the provisions of Section 2 and Section 4 hereof do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(i) a written agreement between the director or officer and the corporation;

or

(ii) a resolution of the Board of Directors.

(b) Regardless of the existence of an additional right to indemnification or allowance of expenses, the corporation shall not indemnify a director or officer or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the corporation that the director or officer did not breach or fail to perform a duty he or she owes to the corporation which constitutes conduct under Section 2(b)(i)-(iv).

(c) A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this Section 5.

(d) None of the provisions contained in this Article V shall affect the corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

(i) as a witness in a proceeding to which he or she is not a party;

(ii) as a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the corporation.

SECTION 6. Court Ordered Indemnification. Except as provided otherwise by written agreement between the director or officer and the corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application shall be made for an initial determination by the court under the provisions of Section 3(d) or for review by the court of an adverse determination under Section 3(a), (b), (c), or (e).

SECTION 7. Contract. The assumption by a person of a term of office as a director or officer of the corporation or, at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, and the continuance in office or service of those persons who are any such directors or officers as of the adoption of this Article, shall constitute a contract between such person and the corporation entitling him or her during such term of office or service to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of his or her assumption or continuance in such term of office or service, but such contract shall not prevent, and shall be subject to modification by, amendment of this Article at any time prior to receipt by the corporation of actual notice of a claim giving rise to any such person's entitlement to indemnification hereunder.

SECTION 8. Insurance. The corporation shall purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the

provisions of this Article or Chapter 181 of the Wisconsin Statutes.

SECTION 9. Self-Dealing. Notwithstanding any other provision of this Article to the contrary, no person shall be entitled to indemnification hereunder if such indemnification or the payment by the corporation of any monies in connection therewith constitutes, or would constitute, an act of "self-dealing" within the meaning of Section 4941 of the Internal Revenue Code of 1986 or any successor provision thereto. The corporation shall have the right to rely on a written opinion of independent legal counsel with respect to any determination of "self-dealing" hereunder which shall be binding and conclusive unless a contrary determination shall be made in any administrative or court proceeding and the time for appeal by either party to such proceeding shall have expired. If the corporation shall have made any payment under this Article prior to a determination that such payment constitutes an act of "self-dealing," the person to whom or for whose benefit such payment was made shall repay the amount thereof to the corporation on demand if it should subsequently be determined that such payment constituted an act of "self-dealing." Nothing herein shall be construed as placing upon the corporation any obligation to contest by court or administrative proceedings, or otherwise, any assertion that any indemnification or payment pursuant to this Article constitutes an act of self-dealing.

SECTION 10. Effect of Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these By-laws.

ARTICLE X. ENROLLMENT

With regard to qualifications and enrollment, this corporation shall have no restrictions concerning a student's race, national origin, or sex. Each student and each parent, sponsor, or guardian of a student shall accept and conform to the guidelines of behavior and deportment established by the corporation. Each student and each parent, sponsor, or guardian of a student shall recognize without reservation the corporation's right to uphold its "Statement of Faith" and to fulfill its "Purposes" as set forth in these By-Laws. Each family shall have one member who is a professing Christian and who holds without reservation the corporation's Statement of Faith.

ARTICLE XI MISCELLANEOUS

SECTION 1. Internal Revenue Code. Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these By-laws or by the officers or directors of this corporation which would not be permitted to be taken by an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or which would result in the imposition of federal tax under Sections 4941 through 4945, inclusive, of the Internal Revenue Code of 1986, as amended.

SECTION 2. Amendment. The PREAMBLE, STATEMENT OF FAITH, PURPOSES, and MISSION STATEMENT set forth in these By-laws may not be amended. Other portions of the By-laws may be amended. Such amendments shall be proposed by the Board of Directors and subject to approval by the members at any Annual or Special Meeting called for such

purpose.

MISSION STATEMENT

Wisconsin Independent Christian Schools, Inc. advances the Christian faith and ministry through education of children and youth.