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PRAIRIE CROSSING CHARTER SCHOOL
CREATING NATURAL LEADERS

Board of Director's Policy
Educational Philosophy 100 Series

Policy # 100.4

PRAIRIE CROSSING CHARTER SCHOOL BYLAWS

The Board of Directors, pursuant to Article XIV of the Bylaws of Prairie Crossing Charter School, has adopted the following Amended and Restated Bylaws of Prairie Crossing Charter School effective August 26, 2026 until otherwise amended, altered, revised or repealed.

ARTICLE I. NAME

The name of the Corporation shall be Prairie Crossing Charter School.

ARTICLE II. PURPOSES

Section 1. Not for Profit. The Corporation is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986.

Section 2. Purposes. The purposes of the Corporation are educational and charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the establishment of a Charter School under the auspices of the State of Illinois.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 herein. 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 any candidate for public office. Notwithstanding 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of 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, which are organized and operated exclusively for such purposes.

c. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis race; color; creed; religion; national origin; sex; sexual orientation; age; ancestry; marital status; military status; order of protection status; unfavorable military discharge; citizenship status provided the individual is authorized to work in the United States; use of lawful products while not at work; being a victim of domestic or sexual violence; genetic

information; physical or mental handicap or disability, if otherwise able to perform the essential functions of the job with reasonable accommodation; pregnancy, childbirth, or related medical conditions; and other legally protected categories.

ARTICLE III. REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Illinois within the boundaries of Lake or Cook Counties, a registered office and a registered agent whose office shall be identical with such registered office.

ARTICLE IV. MEMBERS

The Corporation shall have no members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors which may delegate authority to specified officers and other designated personnel.

Section 2. Number, Tenure and Qualifications. The number of directors shall consist of not less than seven (7) and not more than twelve (12) individuals.

Section 3. Term. The term for directors is three years. Each director shall hold office until the end of his or her respective term, resignation, removal, or until his or her successor shall have been elected and qualified. A director may serve three (3) consecutive terms, excluding any ex-officio tenure, provided that at least one (1) term is the result of being elected by the parents of children currently enrolled in the school.

Section 4. Board Composition. No less than two (2) directors, whether members of the parent body or otherwise, shall be elected by the parents of children currently enrolled at Prairie Crossing Charter School. No less than four (4) directors, whether elected by such parents or appointed by the Board, shall themselves be parents of children currently enrolled at Prairie Crossing Charter School. Each of the above are minimum requirements and are limited only by the ultimate size of the board itself. Upon a vacancy created in accordance with the terms in Section 3 and Section 10 and in the event no parent elect candidate enters the election, the Board of Directors may fill the vacancy with a Board appointed member until the next parent election cycle. The Board of Directors may also elect ex-officio directors from time to time, such directors being allowed to attend and participate in all open sessions of board meetings but not being allowed to vote.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on dates to be determined by the Board, for no less than nine (9) regular meetings each year. The meeting agenda will be posted according to the Illinois Open Meetings Act. The annual meeting of the Board of Directors shall be held on the date corresponding to the date that the regular meeting scheduled for October would otherwise be held.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of Directors. The location, notification, and posting of the meeting must adhere to the Illinois Open Meetings Act. Notice shall be given to all directors via email if within a week of the meeting, or telephone, in addition to email, if less than a week from the date of the meeting.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that, if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present 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 statute, these bylaws, or the Articles of Incorporation. No director may act by proxy on any matter of Board governance.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. When a vacancy reduces the membership of the Board to less than seven (7) members, the Board of Directors shall endeavor to fill any vacancy within 90 days by electing or appointing a new member.

Section 10. Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause by the affirmative vote of two-thirds of the total directors. Notice shall be given to all directors a minimum of 7 days before a vote to remove a director. A director being considered for removal shall have the opportunity to address the Board prior to any vote on such removal.

Section 11. Compensation. Members of the Board of Directors shall not receive any salary for their services as members of the Board, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI. COMMITTEES

Section 1. Committee Establishment. The Board of Directors may by resolution designate standing committees, ad hoc committees, and ad hoc task forces as it deems necessary for the effective governance of the corporation. Recurring task forces authorized by Board policy may be convened by the relevant standing committee without a separate board vote or presidential action and shall operate under the authority and oversight of that standing committee.

Each committee, whether created by such resolution or provided for in Section 2 of this Article 2, shall consist of two or more directors, may be chaired by a director, with at least one committee member being a parent of a child currently enrolled at Prairie Crossing Charter School. Staff members assigned to such bodies are to be considered advisory, and not members of said bodies, unless specifically appointed as a member. Board committees and task forces act as recommending bodies to the Board of Directors and do not have authority to approve governance or management issues.

Each standing committee shall be chaired by a current member of the Board of Directors. Non-board members may serve as committee members but may not serve as committee chair. This Section does not apply to the Executive Committee, whose composition and chair are governed by Section 2(a) of this Article.

The Board President shall solicit expressions of interest from all Board members prior to making nominations for committee chairs and members. The Board President shall nominate committee chairs and members, whose appointments shall be confirmed by a majority vote of the Board of Directors at the first regular meeting following the annual October meeting. The Board President may not serve as chair of the Governance Committee.

Each member of the Board of Directors shall serve on at least one standing committee, consistent with Board policy. No Board member shall serve as chair of more than one standing committee at a time, except that the Board President's service as chair of the Executive Committee shall not be counted toward this limit. Board members are encouraged to limit active committee membership to no more than two standing committees to ensure broad participation across the board.

Community members who are not Board members may be appointed to serve on standing committees, subject to confirmation by the full Board.
The committee chair may recommend non-board members for appointment to their committee; such recommendations shall be submitted to the Board President, who shall present them for confirmation by the full Board at the next regular meeting. Pending board confirmation, a recommended non-board member may participate in committee activities in an informal, non-voting capacity.

A committee chair or member may resign from a committee at any time by providing written notice to the Board President. A committee chair or member may be removed from a committee by majority vote of the Board of Directors. The committee chair may recommend removal of a committee member to the Board President, who shall place the matter before the full Board. A Board member who misses three consecutive committee meetings without prior notice and reasonable cause shall be

presumed to have resigned from the committee, subject to Board confirmation. A non-board committee member who misses two consecutive meetings without prior notice and reasonable cause may be removed by majority vote of the Board upon recommendation of the committee chair.

Section 2. Standing Committees. The Corporation shall have the following standing committees, all members of which, unless otherwise noted, will be appointed by the President:

(a) Executive Committee. The Executive Committee shall consist of all officers of the Corporation and any other individuals appointed by the President and approved by the Board of Directors. The committee shall be chaired by the President and shall be fully authorized, unless such authority be otherwise specifically limited by the Board of Directors, to act on behalf of the Corporation during the intervals between meetings of the Board of Directors. Actions taken by the Executive Committee shall be reported to the Board of Directors for ratification at the next regular meeting thereof. The general appointment, confirmation, and chair-eligibility provisions of this Section do not apply to the officer members of the Executive Committee, whose membership is by virtue of office.

(b) Finance Committee. The Finance Committee members shall be appointed by the President and shall include the Treasurer**.** It shall be responsible for oversight of the compilation of the annual budget for submission to the Board of Directors for approval, assisting the Corporation in the interviewing and selecting of accounting professionals to conduct the annual audit and reviewing any recommendations thereof upon completion of the audit, and reviewing insurance coverage and insurance companies for the Corporation. The Finance Committee will review the financial reports of the Corporation not less than quarterly to determine the relationship of budgeted items to actual expenditures and revenues, and the chairperson of the Finance Committee shall report the results of such review to the Board of Directors at the next regular meeting of the Board of Directors.

(c) Academic Excellence Committee. The Academic Excellence Committee members shall be appointed by the Board President. Board Policy will define the Committee makeup and meeting frequency. The Committee will monitor curriculum content, student achievement, staff development, and alignment with the academic standards in our charter agreement.

(d) Governance Committee. The Governance Committee members shall be appointed by the Board President. Board Policy will define the Committee makeup and meeting frequency. The Governance Committee will review and evaluate school policies on a regular basis to determine if policies are relevant and address the needs of the school. The committee will collaborate with the administration to identify and develop new policies, and will advise the Board of Directors on policy-related issues. The Committee will recommend the goals of the strategic plan to the Board of Directors, and monitor the progress of said goals.

Section 3. Other Bodies. The Board of Directors by resolution may designate commissions, task forces, advisory bodies or other such bodies not having or exercising the authority of the Board of Directors in the management of the Corporation. The Board of Directors shall from time to time designate by resolution the scope and authority of any such body. Except as otherwise provided in such resolution, members need not be directors of the Corporation, and the President shall appoint the members thereof.

Section 4. Blank.

Section 5. Term of Office. Each member of a committee or other body shall continue until the member resigns, is removed or ceases to qualify as a member thereof, unless the committee or other body is sooner terminated.

Section 6. Chairperson. Unless otherwise specified in this Article VI, one member of each committee or other body shall be appointed chairperson by the President of the Corporation.

Section 7. Vacancies. Vacancies in the membership of any committee or other body may be filled by appointments in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or other body, a majority of the entire committee shall constitute a quorum, and the act of a majority of the members present at a meeting in which a quorum is present shall be the act of the committee or other body.

Section 9. Subcommittees or Sub-Bodies. Each committee or other body may create by resolution subcommittees or sub-bodies to assist in fulfilling its purpose, which subcommittees or sub-bodies shall operate in accordance with such resolution. The chairperson of the particular committee or body shall appoint the chairperson of each its subcommittees or sub-bodies.

ARTICLE VII. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Not more than two offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected at each regular annual meeting of the Board of Directors. The Governance Committee shall solicit expressions of interest from eligible Board members for officer positions no later than September 1 of each year. The Governance Committee shall present a proposed slate of officers to the Board no later than the regular Board meeting immediately preceding the annual October meeting. The proposed slate shall be distributed to all Board members in writing.

At the annual meeting, the Board shall vote on the proposed slate. Nominations from the floor shall be permitted at the annual meeting prior to the vote. Officers shall be elected by majority vote of Directors present, provided a quorum exists.

Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner herein provided. Election of an officer shall not of itself create contractual rights.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation.

Section 5. Vice-President. The Vice-President shall assist the President in the discharge of his or her duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her inability or refusal 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.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible thereof, and for the receipt and disbursement thereof; and (c) perform all 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 7. Secretary. The Secretary shall (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices, including without limitation annual notice of the dates of all regularly scheduled meetings of the Board of Directors, are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the post office address of each member of the Board of Directors and the Advisory Board which shall be furnished to the Secretary by such members; and (e) 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.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
Section 4. Gifts. The Board of Directors, or person designated by the Board of Directors, or an officer of the Corporation, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI. NO CORPORATE SEAL

The Corporation shall not have nor use a corporate seal.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time started therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. INDEMNIFICATION

Section 1. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Board Member, Committee Member or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified Board Member, Committee Member and employees. No amendment or repeal of the provisions of this Article, which adversely affects the right of an indemnified Board Member, Committee Member , or employee under this Article, shall apply to such Board Member, Committee Member , or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 2. Insurance. The Corporation is entitled to purchase insurance for purposes of the indemnifications provided in the Article to the full extent as determined from time to time by the Board of Directors.

ARTICLE XIV. AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action must be adopted by no less than two-thirds of the members of the Board of Directors at a regular meeting for which written notice of the purpose shall be given; provided, however, that no amendment to the bylaws may be adopted unless such amendment is first presented for consideration at a prior regular meeting of the Board of Directors. The bylaws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Adoption Dates:

Amended and Restated: May 28, 2013 , March 30, 2021 , May 24, 2022 , August 25, 2026