

AMENDED AND RESTATED BYLAWS
OF
NETTELHORST PARENT TEACHER ORGANIZATION

These Bylaws were previously created by written agreement. Such previous Bylaws are hereby amended in their entirety by restating the same as set forth herein as of April 18, 2022.

Article I.

NAME, PURPOSE, AND OFFICES

Section 1. NAME. The name of the corporation is the Nettelhorst Parent Teacher Organization (the "Corporation"), an Illinois not-for-profit corporation.

Section 2. PURPOSE. The purpose for which the Corporation is organized is to operate for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and, as set forth in Article 5 of the Articles of Incorporation, "[t]o enhance the quality of education provided by Nettelhorst School."

Section 3. OFFICES. The Corporation shall maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have such other offices as the Board of Directors may determine from time to time. The principal address of the Corporation shall be c/o The Nettelhorst Elementary School, Attention:NPTO, 3252 N. Broadway, Chicago, Illinois 60657.

Section 4. GOVERNING BYLAWS. These Bylaws shall govern the Corporation and may not be altered, amended or repealed except as set forth in Article VIII below.

Article II.

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Corporation shall be managed by the Board of Directors.

Section 2. NUMBER AND TENURE. The number of directors shall be not less than eight, and not more than thirteen (which, for the avoidance of doubt, shall not include any individuals serving in an advisory capacity. The exact number of directors may be fixed or changed from time to time within this range by the Board of Directors without further amendment to these Bylaws. The range of directors may be changed from time

1

to time by the Board of Directors by amendment to these Bylaws. The term of each director shall be two years and/or until his or her successor shall have been elected and taken office, except that if no successor is elected to replace a director at the end of his or her two-year term the Board may extend that director's term to three years. Directors may be re-elected to successive terms in the same or different positions.

Section 3. ELECTION. Directors will be elected by the Board of Directors at the annual meeting or, if not elected at the annual meeting, at a regular or special meeting as soon thereafter as practicable. A minimum of one month in advance of the election, the Board of Directors shall advertise and solicit applications for available director positions and for a Nominating Committee. The Board shall select a Nominating Committee consisting of a minimum of 3 persons. No currently serving director may serve on the Nominating Committee. The Nominating Committee shall interview applicants and nominate one applicant for each available director position. If the Board of Directors does not elect the nominee selected by the Nominating Committee, the Nominating Committee may nominate another applicant for election. Directors elected at the annual meeting or at a regular or special meeting before the end of the fiscal year shall take office at the

beginning of the fiscal year. Directors elected at a regular or special meeting after the end of the fiscal year shall take office at the conclusion of the meeting.

In the event that a nominating committee is unable to be convened, with the Board's approval the President will convene a small committee if necessary to interview candidates for open positions. A slate of candidates will then be presented for a Board vote.

Section 4. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held each year in June at a time and place provided by resolution of the Board, without other notice than such resolution. The Board of Directors may hold additional regular meetings of the Board at a time and place provided by resolution of the Board, without other notice than such resolution.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors and shall be held at the time and place specified in the notice of the meeting.

Section 6. NOTICE OF SPECIAL MEETINGS. Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the

2

express purpose of objecting 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, a special meeting of the Board need be specified in the notice of such meeting, unless specifically required by law or these Bylaws.

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, provided that, if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. TELEPHONE or VIRTUAL PARTICIPATION. Each director may participate in and act at meetings of the Board of Directors through the use of a telephone or computer 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.

Section 9. 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 specifically required by law or these Bylaws.

Section 10. 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 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. Any action so taken by the Board of Directors shall be recorded in the minutes of the next meeting of the Board of Directors.

Section 11. COMPENSATION. Directors shall receive no compensation for their services as directors, but may be reimbursed for expenses incurred in reasonable amounts in the performance of their duties of the Corporation.

Section 12. VACANCIES. Any vacancy occurring because of death, resignation, removal, disqualification or otherwise, or any directorship to be filled by reason of increase in the number of directors may be filled for the unexpired portion of the term by the Board of Directors.

Section 13. REMOVAL. Any director may be removed at any time, with or without cause, by two-thirds (66%) of the Directors present and voting at a meeting of the Board of Directors at which a quorum is present. No special meeting of directors may remove

3

a director unless written notice of the proposed removal is delivered to all directors at least twenty days prior to such meeting.

Section 14. AUTOMATIC REMOVAL OF DIRECTORS FOR NON-ATTENDANCE.

Any director shall be removed automatically upon the adjournment of the third regular meeting of the Board during a fiscal year at which he or she shall not have been in attendance, unless such automatic removal is rescinded upon the affirmative vote of a majority of the directors at a meeting of the Board of Directors at which a quorum is present.

Article III. OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President , Vice President, Treasurer, Secretary and such other officers as the Board of Directors may elect or appoint as the Board shall from time to time deem desirable to have the authority and perform the duties prescribed, including without limitation one or more Assistant Treasurers or Assistant Secretaries.

Section 2. ELECTION AND TERM. Officers shall be elected at the annual meeting or, if not elected at the annual meeting, at a regular or special meeting as soon thereafter as practicable. The term of each officer shall be two years and/or until his or her successor shall have been elected and taken office, except that if no successor is elected to replace an officer at the end of his or her two- year term the Board may extend that director's term to three years. Each officer must be on the Board of Directors. Officers may be re-elected to successive terms in the same or different positions.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, or any office to be filled by reason of increase in the number of officers may be filled for the unexpired portion of the term by the Board of Directors.

Section 4. REMOVAL. Any officer or agent 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 5. PRESIDENT The President shall be the principal executive officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation; preside at all meetings of the Board of Directors; sign, with any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, the law or these Bylaws to some

4

other officer or agent of the Corporation; and perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board of Directors.

Section 6. Vice President. Assists the president in execution of his or her duties. Serves on committees as requested and may take on special duties. When the president is unavailable, the Vice President assumes his or her duties.

Section 7. 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 have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and 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 Board of Directors.

Section 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and email address of each director which shall be furnished to the Secretary by such director; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 9. ASSISTANT TREASURERS. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. He or she shall reconcile deposit accounts, assist with the maintenance of adequate books of account, and perform such other duties from time to time may be assigned by the Treasurer, President or Board of Directors.

Section 10. ASSISTANT SECRETARIES. The Assistant Secretaries shall perform duties as shall be assigned to them by the Secretary, President or Board of Directors.

Article IV.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 1. INDEMNIFICATION WITH RESPECT TO ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. Subject to Section 4 of this

5

Article, the Corporation shall 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 2. INDEMNIFICATION WITH RESPECT TO ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. Subject to Section 4 of this Article, the Corporation shall 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.

6

Section 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 1 and 2 of this Article, or in the 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 4. DETERMINATION THAT STANDARDS OF CONDUCT HAVE BEEN MET.

Any indemnification under Sections 1 and 2 of this Article (unless order 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 Sections 1 or 2 of this Article. 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 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.

Section 6. NON-EXCLUSIVITY OF INDEMNIFICATION. The indemnification provided by this Article shall not be deemed exclusive of 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 7. INSURANCE. The Corporation shall purchase and maintain purchase and maintain insurance to protect the current and former directors, officers, employees and agents of the Corporation, and the Corporation, from liability consistent with these bylaws and such other insurance as the Corporation deems reasonably necessary to protect the organization.

7

Article V.

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 Article, "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 Article 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.

Article VI. CONFLICTS OF INTEREST

Any duality of interest or possible conflict of interest on the part of any director should be disclosed to the Board of Directors and made a matter of record, either through an annual procedure or when this interest becomes a matter of Board action. Any director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should indicate that a possible conflict of interest was disclosed, the appropriate director abstained from voting, and a quorum was present. The foregoing requirements should not be construed as preventing a director with a potential conflict of interest from briefly stating a position on the matter, nor from answering pertinent questions of other directors, since this knowledge may be relevant to the business of the Corporation.

Article VIII. MISCELLANEOUS PROVISIONS

Section 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 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 AND DRAFTS. All checks, drafts or orders for the payment of money, notes or other evidence 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 President. All expenditures shall be supported by documentation as stipulated by the Board of Directors.

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. 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 5. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 6. BOOKS AND RECORDS. The Corporation shall keep correct and complete books, records of account and minutes of the proceedings of its Board of Directors.

Section 7. FISCAL YEAR. 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.

Section 8. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of any applicable laws or the Articles of Incorporation or 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 stated therein, shall be deemed equivalent to the giving of such notice.

Section 9. AMENDMENTS. These Bylaws may be altered, amended or repealed, and Bylaws may be adopted by a majority of the directors present at any regular meeting or any special meeting, provided that at least ten days' written notice shall have been given to each director of an intention to alter, amend, repeal or adopt Bylaws at such meeting; and further provided that these Bylaws may not be altered nor amended to strike the requirement contained in Article II, Section 11 hereof, except on the unanimous vote of the directors for the alteration or amendment of Article II, Section 11.