



BYLAWS of Robin Merger Corporation, Inc.

Adopted January 2023

Article I: Name, Purposes and Powers

The name of the corporation is Robin Merger Corporation, Inc. (the “Corporation”).

The Corporation has been organized and shall be operated exclusively for educational and charitable purposes, as those terms are defined in section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code (hereinafter referred to as the “Code”), including without limitation to (i) solicit, collect and otherwise raise money for charitable and educational purposes relating to the mission of the Corporation, and (ii) to improve the quality of learning and accelerate innovation in education. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

The Corporation shall have all powers granted under the Virginia Nonstock Corporation Act, as now enacted or hereafter amended (the “Act”) and any other applicable statute.

Article II: Board of Directors

Section 1. General Powers and Duties

The affairs and property of the Corporation shall be managed under the authority of the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the Act and its Articles of Incorporation, subject to any limitations set forth herein and therein.

Section 2. Board Composition, Number, and Terms

2.1. Board Composition. Directors will be qualified individuals capable of representing multiple constituencies whenever possible and possessing sought-after leadership qualities to advance the interests and mission of the Corporation. The Board of Directors, by resolution, may fix other qualifications for serving on the Board. To secure a strong slate of nominees, the Nominations Committee (defined in Section 9 below) will recruit candidates that represent a variety of roles and perspectives relevant to the Corporation.

2.2. Elected and Appointed Directors. Commencing with the directorship term beginning on January 1, 2025, the Board of Directors shall have no fewer than 9 Elected or Appointed Directors and no more than 13 Elected or Appointed Directors. Until January 1, 2025, the Board of Directors shall have no fewer than 9 Elected or Appointed Directors and no more than 24 Elected or Appointed Directors. After January 1, 2025, the Board shall conduct

elections in a manner to ensure that, immediately following each election cycle, a majority of the directors serving on the Board are directors elected in accordance with Section 9 of Article II below; provided, however, that any resignations or removals of Elected Directors that cause the number of Elected Directors to fall below a majority will not invalidate any actions of the Board.

2.3. Term Length. Directors elected in accordance with Section 9 of Article II will hold office for a term of three (3) years, beginning on January 1 following their election. Directors appointed in accordance with Section 10 of this Article II will hold office for a term of up to three (3) years, as designated by the Board of Directors in connection with such appointment. Unless they formally resign or are removed from office, directors will remain in office until their successors are seated following election or appointment. The limit to the number of terms, successive or otherwise, a director may serve is two (unless otherwise specified in these Bylaws). Until January 1, 2027, directors with a term ending June 30, 2023, June 30, 2024, June 30, 2025, or June 30, 2026 have the option to extend their board term by 6 months through the end of that calendar year. Directors who wish to extend their term under this provision must notify the board president prior to their term expiring.

Section 3. Meetings

3.1 Regular Meetings. The Board will have no fewer than four (4) regular meetings per year.

3.2 Special Meetings. Special meetings may be called by the President or shall be called at the written request of five (5) directors or from a committee chair by majority vote of the committee. Written notice of the date, time, and place of each special meeting shall be sent to each director at least three (3) days prior to the meeting. Actions of the Board of Directors at special meetings shall be limited to those relating to items posted in the notice/agenda for said meetings.

Section 4. Board Quorum and Voting

A majority of the directors then in office shall constitute a quorum. If a quorum of the directors is present either through physical or virtual participation (as stipulated in Section 6 below), a majority vote of those present and eligible to vote shall prevail as an act of the Board of Directors, unless otherwise specified in these Bylaws. Voting by proxy is not allowed.

Section 5. Meeting through Telecommunication

The Board of Directors may conduct meetings through conference calls, video conferencing, or by other similar electronic methods in which all those directors participating in the meeting may simultaneously hear each other during the meeting.

Section 6. Meeting Attendance

Reflecting the importance of attendance and participation, the Board may establish in its governing policies a reasonable attendance requirement, which may stipulate that absence from more regular meetings of the Board than allowed for in said requirement may be deemed cause for removal from the Board. Exceptions to this requirement may be made on an individual basis only by action of the Board of Directors.

Section 7. Action without Meetings

Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if all directors consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as an affirmative vote of the Board of Directors. The action is effective when the last director signs the consent, unless the consent specifies a different effective date, in which case the resolution is effective as of the date specified provided that the consent states the date of execution by each director. Such written consent or consents shall be filed with the minutes of the subsequent Board meeting.

Section 8. Compensation and Reimbursement

Directors shall receive no compensation for serving on the Board of Directors. However, directors may be reimbursed for normal and customary travel expenses when attending official Board meetings or such other events as approved by the Board.

Section 9. Elected Directors

The Board will elect directors from the Corporation's general membership. Participation in the general membership is outlined in Article V of these Bylaws.

9.1. Creation of the Nominations Committee. The Nominations Committee shall consist of at least two directors and no more than 10 general Members from the Corporation, and is concerned with recommending to the Board, candidates for the Board of Directors. The Committee has such powers and duties and shall operate in accordance with such procedure as shall be set forth in a committee policies, and any amendments thereto, approved by the Board.

9.2. The Elections. Elections of directors shall take place during the final 6 months of the calendar year, regardless of appointments, preserving no less than a majority of elected directors at the time of such elections.

Section 10. Appointed Directors

The Board may appoint Appointed Directors who shall have the same rights as Elected Directors, provided that the Board shall conduct appointments in a manner to ensure that, immediately following each election cycle, the Board will be made up of more Elected Directors than Appointed Directors (excluding where temporary appointments are necessary to fill

vacancies until the next election may be held). The Nominations Committee shall bring forward potential appointments for consideration and majority approval by the Board. Appointed directors have full rights and responsibilities as directors and may stand for officer positions. The number of Appointed Directors shall not increase the total number of directors beyond the full complement established in these Bylaws. Appointed Directors may serve a term of up to three years, beginning at any point during the calendar year and ending on December 31st. Appointed Directors may be reappointed for a second term, by majority vote of the Board, or may choose to run for an elected second term but may not serve for more than two total terms.

Section 11. Removal, Resignation and Replacement of Directors

11.1. Removal of a Director. If at the beginning of a director's term on the Board of Directors, the Bylaws provide that the director may be removed for reasons then set forth in the Bylaws, the Board may remove the director for such reasons. Directors may be removed for breach of duties and expectations of Directors as stipulated in these Bylaws or the Board of Directors' governing policies then in-effect.

11.2. Process for Removal by Directors. Prior to removal, the director proposed to be removed shall be notified in writing. The director shall have 30 days to respond to the notification, by appearing before a meeting of the Board of Directors at which a quorum is present, or in writing by a letter sent to the Secretary. The Board of Directors, after the 30-day period and after considering all data presented, may remove the director by a two-thirds (2/3) vote of the remaining directors.

11.3. Resignation. Except as otherwise required by law, a director may resign from the Board of Directors at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the later of the time specified in the notice or the date the notice is delivered. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

11.4. Filling Vacancies. The Board of Directors may, by affirmative vote of a majority of the remaining directors, fill a vacant Board position created by the resignation or removal of an Elected Director or an Appointed Director. A director appointed to fill a vacancy shall hold office during the unexpired term of the director he or she is replacing. If such unexpired term is less than eighteen (18) months, it shall not be counted towards the term limitation set forth in Article II, Sections 2 and 10 above.

Article III: Officers

Section 1. Elected Officers

The Board of Directors shall include the President, President-Elect or Immediate Past President, Treasurer, Secretary and such other officers as desired. Officers must also be serving as directors in order to hold office. The immediate Past-President will serve as an officer in

such capacity in the year following their term as President. Each of the elected officers shall serve a one-year term except for the President who shall serve a single two-year term. No person shall hold more than one office at a time.

Section 2. Election of Officers

2.1. President Elect. In the President's first year of service, a President-Elect shall be elected at the last in-person Board meeting of the calendar year. Electronic voting would be utilized to allow equitable access to the ballot by all directors.

2.2. Secretary and Treasurer. At the Board Meeting held in the 3rd calendar quarter, the Board shall elect from among the Members a secretary and treasurer. No officer shall serve more than three consecutive years in any one office.

Section 3. Assumption of the Office of President

The President-elect shall become President the following year and past-President two years after that (for a single year). This ascendance of office shall be an exception to the two-term limit as set forth in Article II, Section 2.2 above. This term can be an exception to the two-term limit for directors. Should a director's term expire during his/her ascent to the President-Elect position that term shall automatically be extended to the point of the end of their time serving as Past-President.

Section 4. Removal of Officers

Any officer may be removed by affirmative vote of two-thirds (2/3) of the entire Board of Directors whenever, in its judgment, the interests of the Corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal shall abstain from the vote in the process of removal.

Section 5. Filling Vacancies

In the event of the death, resignation, or removal of the President, the President-Elect or the Immediate Past President, whichever position is seated at the time the vacancy occurs, shall fill the resulting vacancy for the remainder of the year. A vacancy in the position of Immediate Past President shall not be filled. In the case of a vacancy in the position of any other officer, the unexpired term shall be filled by a majority vote of the Board of Directors at the next meeting following the vacancy (if not earlier by written consent in the manner set forth in these Bylaws).

Section 6. Duties of Elected Officers

6.1. President. Serving as the Corporation's chief governance officer, the President shall preside at all meetings of the Board of Directors; be responsible for assurance that the Board of Directors fulfills its governance duties; and perform such other duties as may be prescribed in these Bylaws and by the Board of Directors.

6.2. President-Elect. In the second year of the Board President's term, the President-Elect shall perform the duties of the President in the event of his/her absence, disability or refusal to act, and such other duties as may be assigned to him/her by the Board of Directors.

6.3. Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and shall perform such other duties as may, from time to time, be assigned to him or her by the board of directors.

6.4. Treasurer. The Treasurer shall serve as chairperson of the Board of Directors' financial committee and shall advise the Board on matters of fiscal policy.

6.5. Immediate Past President: In the first year of the Board President's term, the Immediate Past President shall perform the duties of the President in the event of his/her absence, disability or refusal to act, and shall be available as an advisor and resource to the President and the Board.

Section 7. Chief Executive Officer

7.1. Appointment. The Board of Directors shall employ a chief executive officer ("CEO"), with such duties, for such length of time, and at such compensation as the Board of Directors may determine. The CEO shall be invited to all meetings of the Board of Directors.

7.2. Duties and Responsibilities. The CEO shall be responsible for management and administration of the day-to-day operations of the Corporation in accordance with these Bylaws and the governing policies of the Board of Directors then in-effect. The CEO shall have the authority to hire and discharge agents, contractors and employees of the Corporation, and shall oversee and direct their activities in carrying out its work. The CEO shall serve as a primary resource to the Board of Directors and shall be the primary operational spokesperson for the Corporation.

Article IV: Board Committees

The Board of Directors may authorize the establishment of committees, advisory groups, or task forces from time to time and assign duties to them. Board committees (other than the Nominations Committee, the composition of which is governed by Section 9 of Article II above) shall be comprised of two (2) or more directors then serving on the Board of Directors. The resolution establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. Unless otherwise proscribed by the Board in the establishment of any such committee, a majority of the members of a committee shall constitute a quorum for the transaction of business, the act of a majority of the members of such committee at a meeting at which such a quorum is present shall be the act of the committee, and such committees may take actions by written consent in the same manner as

the Board of Directors may so act under these Bylaws. No Board committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any property or assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him, or her by law.

Article V: General Membership

Section 1: Non-Statutory Membership

The Corporation shall have one class of “non-statutory” general Members. Members shall have no right to vote on any matter, but are eligible to be appointed by the Board of Directors to serve on the Nominations Committee as set forth in Section 9 of Article II.

To the extent the Act at any time requires that the Corporation have corporate members, the directors of the Corporation at any time serving on the Board of Directors shall constitute the members of the Corporation and may exercise the rights and powers in such capacity. All powers that applicable law provides to corporate members shall be exercised by the Board of Directors.

Section 2: General Membership

2.1. General Membership Requirements. General membership in the Corporation is available to all persons, without discrimination, who are interested in improving the quality of learning and accelerating innovation in education and who meet any application requirements set forth by the Corporation. Notwithstanding the foregoing, admission of any person as a non-statutory Member of the Corporation shall be at the reasonable discretion of the Board of Directors.

2.2 Suspension or Removal of Non-Statutory Members. A general Member (as stipulated in Section 1.1, above) may be suspended or removed by the Board of Directors. Suspensions or removals can be made only for a specific cause such as for serious misconduct that adversely affects the Corporation’s interests or reputation.

Article VI: Amendments

Section 1. Amendments

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the entire Board of Directors, provided that proposed amendments shall be submitted to the Board at least seven (7) days prior to the meeting at which the vote on the amendment is to occur.

Section 2. Submission of Amendments

Any director may submit proposed amendments for consideration.

Section 3. Effective Date of Amendments

Amendments to these Bylaws shall not be retroactive but shall carry a date after which implementation of the amendment or revision shall become binding upon the organization and its actions.

Article VII: Miscellaneous

Section 1. Maintenance of Tax-Exempt Status

Notwithstanding anything to the contrary in the Articles of Incorporation or these Bylaws, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (i) as a corporation that is exempt from federal income taxation under Section 501(a) of the Code or as an organization described in Section 501(c)(3) of the Code, or (ii) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Section 2. Checks, Notes, Contracts

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 3. Fiscal Year

The fiscal year of the Corporation shall begin on January 1st and end on December 31st.

Section 4. Notices

Whenever notice is required by law, the Articles of Incorporation or these Bylaws to be given to any officer, director, general Member, or member of a committee, such notice may be given by mail (either through the United States Post Office or established commercial delivery services), addressed to such person at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Written notice may also be given personally or by facsimile,

telegram, telex, cable or by means of electronic transmission, including, but not limited to, e-mail. Written notice shall be effective at the earliest of the following: (a) when received, (b) when left at the recipient's residence or usual place of business, (c) three (3) days after its deposit in the United States mail or with a commercial delivery service or (d) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, or by commercial delivery service. Any required notice may be waived by the person entitled thereto by a signed written statement delivered to the Board of Directors.