

BY-LAWS OF SCHOOLCRAFT LEARNING COMMUNITY
First Restatement
November 2001

ARTICLE ONE. MEMBERSHIP

1.01. The corporation shall have no members. Any action that would otherwise by law require approval by the members shall require only approval of the Board. All rights that would otherwise by law vest in the members shall vest in the Board.

ARTICLE TWO. BOARD OF DIRECTORS

2.01. Management: The business and affairs of the corporation shall be managed under the direction of the Board of Directors, which may delegate those responsibilities as it sees fit.

2.02. Powers: In addition to the powers expressly conferred upon it by these by-laws, the Board of Directors may exercise all powers allowed by law.

2.03. Number: The Board of Directors shall consist of not less than five (5) and not more than nine (9) persons, subject to the authority of the Board of Directors to increase the number of directors as permitted by law. Directors shall be elected by a majority vote of the Board of Directors.

2.04. Term: Directors shall be elected to two-year terms.

2.05. Vacancies: If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors, though less than a quorum, shall choose a successor or successors.

2.06. Place of Meetings: The majority of the Board of Directors shall determine the meeting place. Upon failure of the directors to do so, then the Chairperson shall select the meeting place.

2.07. Regular Meeting: The Board shall establish a regular meeting schedule and keep it on file at the school's office. If there is a change in the time and/or place, a notice shall be published in the designated official newspaper at least seventy-two hours (72) prior to the meeting.

2.08. Special Meetings: Special meetings of the Board of Directors may be called by any three directors upon giving seventy-two (72) hours notice thereof to all directors. Such notice shall state the date, time, place and purpose of the meeting.

2.09. Quorum: At all meetings of the Board of Directors a quorum sufficient for the transaction of business shall consist of a majority of the directors in office. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the proportion or number otherwise required for a quorum.

2.10. Absent Director: A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum. However, consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director had consented or objected.

2.11. Act of the Board: The Board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting.

2.12. Waiver of Notice: Any director may, in writing, either before or after a meeting, waive notice of the meeting or any action to be taken at the meeting.

2.13. Chairperson: The Board of Directors shall adopt a policy and procedure for determining who shall preside over its meetings.

ARTICLE THREE. OFFICERS

3.01. The officers of this corporation shall be chosen by the Board of Directors and shall be an Executive Director, a Secretary, a Treasurer, and such other officers as the Board may from time to time deem advisable. Officers may or may not be members of the Board of Directors. The same person may hold any two or more offices at the same time

3.02. Term: The officers of this corporation shall be elected and hold their respective offices for a term of one (1) year. However, any officer may be removed at any time by the Board of Directors with or without cause. In case of the death, disqualification, absence or inability to act of any officer or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of any such officer to any other officer or to any director.

3.03. Vacancies: The Board of Directors may fill all vacancies in any office of this corporation. Persons so elected shall fill any such vacancy for the unexpired term in respect to which such vacancy occurs.

3.04. Executive Director: The Executive Director shall be the chief executive officer of the corporation; shall see that all orders and resolutions of the directors are carried into effect; may execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation; and shall have such other duties as may be prescribed from time to time by the Board of Directors.

3.05. Secretary: The Secretary will be responsible for keeping the corporation records. He/She will attend all meetings of the Board and give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or these By-laws and shall perform such other duties as may be prescribed by the Board of Directors.

3.06. Treasurer: The Treasurer will have general charge of the finances of the corporation and be responsible for the care and safekeeping of all the funds and securities of the corporation. He/She will keep full and accurate accounts of all receipts and disbursements of the corporation in books belonging to the corporation which will be open at all times to the inspection of the Board of Directors. He/She will present to the Board of Directors at its annual meeting his/her report as Treasurer of the corporation and shall perform such other duties as may be required by the Board of Directors.

3.07. Officers Deemed Elected: In the absence of an election or appointment of officers by the Board of Directors, the person or persons exercising the principal functions of the Executive Director, the Secretary or the Treasurer are deemed to have been elected to those offices.

ARTICLE FOUR. NOTICE

4.01 Whenever under the provisions of these By-laws notice is required to be given to any director, officer, or other person, it shall not be construed to require personal notice. Such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such director or officer at the last address appearing on the corporate books; or by e-mail or other similar electronic transmission to the last such electronic address appearing on the corporate books. Any such notice shall be deemed to have been given at the time when the same shall be thus mailed, deposited, or electronically transmitted.

ARTICLE FIVE. CONTRACTS AND CHECKS

5.01. Contracts: The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or may be confined to specific instances.

5.02. Checks, Drafts, or Orders: The board shall establish a policy on who is authorized to sign checks, drafts, or orders for the payment of money. In the absence of a policy, such instruments shall be signed by the Treasurer or by any two other officers of the corporation.

ARTICLE SIX.
INDEMNIFICATION

6.01 To the full extent permitted by Minnesota law, each 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, wherever and by whomsoever brought (including any such proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the corporation, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings. The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrator of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

ARTICLE SEVEN. AMENDMENT

7.01 Any director may propose amendments to the Articles of Incorporation or these By-laws by resolution. Ten day notice of the meeting identifying the purpose of the proposed amendment shall be given to each officer and each director, regardless of the individual's voting rights. An amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of the directors.

Dated this _____ day of _____, _____, at Bemidji, Minnesota.

SCHOOLCRAFT LEARNING COMMUNITY

By_____

Executive Secretary