

BYLAWS
OF
TESFA INTERNATIONAL SCHOOL
[“The Corporation”]

ARTICLE I
PURPOSE

The purposes of the Corporation are as stated in the Articles of Incorporation.

ARTICLE II
OFFICES

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

ARTICLE III
MEMBERSHIP

Section 1. Membership.

The members of the Corporation shall be the persons so designated from time to time by the Board of Directors. Initially, there shall be two classes of members designated as “Enrollee Members, “ and “Employee Members.” Enrollment of a child in the Corporation shall qualify the parent(s) or legal guardian(s) of such child for membership during the child’s enrollment. Paid employment by the Corporation shall qualify the employee for membership during the term of their employment. Members shall not be required to pay a membership fee or annual dues. The initial class of members [Enrollee members and Employee Members] shall have voting rights. The Board of Directors may from time to time create additional classes of membership. The terms and conditions of such additional membership classes, if any, shall be determined by the Board of Directors from time to time.

Section 2. Membership Criteria.

Membership criteria shall be adopted by the Board of Directors, and all membership approval, classification, and reclassification shall be the responsibility of the Board of Directors. Members may be reclassified by an action of the Board of Directors or upon the request of a member, followed by approval of the Board of Directors. Members may resign at any time without approval of the Board of Directors.

Section 3. Annual Meeting.

The annual meeting of the members shall take place in May or June of each year while school is in session. Notice of the annual meeting of the members of the Corporation

shall be by newsletter or other postal service mailed first class at least fourteen [14] days prior to the meeting date, or published on the School's official website calendar ninety [90] days prior to the meeting date. Such notice shall contain the date, time, and place of the meeting. For any annual or special meeting, a majority of the total number of voting members shall constitute a quorum.

Section 6. Voting.

The parent[s] or guardian[s] of each enrolled child shall receive two votes per enrolled child, intended as one vote per natural parent or substitute. Employee members shall receive one vote. At each meeting of the membership, every voting member shall be entitled to vote. Members may vote in person or by proxy. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these By-laws, Minnesota Statute 124 D.10, and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.

Section 2. Number, Tenure, and Qualification.

The initial Board of Directors shall be as stated in the Articles of Incorporation and each director on the initial Board of Directors shall serve until the first annual meeting. At all times, the board shall consist of not less than five [5] nor more than eleven [11] members. A majority of the Board of Directors shall, at all times thereafter, consist of the teachers providing instruction under contract with the Corporation. Directors shall designate a board chair by a majority vote at the first board meeting following the annual meeting.

At the Members' first annual meeting, Members shall elect four [4] directors to a two [2] year term [to be identified as Directors A, B, C, and D] and three [3] directors to a one [1] year term [to be identified as Directors F, G, and H]. The length of a term [1 or 2 years] shall be determined by lottery after the top seven [7] vote getters have been selected. After the initial board has been served its terms, each director shall hold office for a two [2] year term or until a successor has been duly elected and qualified or until the director dies, resigns, is removed, or the term otherwise expires. The election of the Board of Directors shall be in compliance with Section 124D.10 Subd. 4(c) of the MN Statutes.

At least thirty [30] days prior to the Corporation's annual meeting, the Board of Directors will solicit nominations from all members for all of the Directorate positions that will be filled at the next annual meeting. The Board of Directors will compile the list of nominees and notify the Corporation's Members of the nominees for each position fifteen [15] days prior to the annual meeting.

Section 3. Regular Meetings.

Regular meeting of the Board of Directors shall be held at the call of the Board Chair, at the request of a majority of Board of Directors by written notice received by mail, in person, or by facsimile at least five [5] days prior to the meeting, and at least four [4] times during the school year. The notice shall designate the time, place, and date of such meeting.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written or verbal request of one-third [1/3] of the members of the Board. Notice of every special meeting of the Board of Directors shall be mailed to each director at least five [5] days before the day on which the meeting is to be held, or be delivered in person or by telephone, not later than twenty-four [24] hours before the meeting is to be held.

Section 5. Quorum and Adjourned Meeting.

A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than the announcement at the meeting, until a quorum is present. Minnesota Statutes, Section 317 A.235.

Section 6. Voting.

Each member of the Board of Directors shall have the power to exercise one [1] vote on all matters to be decided by resolution of the Board of Directors. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the board.

Section 7. Resignation and Removal.

Directors may resign at any time, effective immediately or a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by a two-thirds [2/3] vote of a majority of all remaining directors of the Corporation. Failure to attend three [3] meetings annually shall constitute cause.

Section 8. Filling Vacancies.

Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal, or other such cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the next annual meeting of the members, or until his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation, or removal.

Section 9. Compensation.

Directors shall not receive compensation for their services as a Director. The Directors of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Section 10. Meetings Without Notice

Any Director may, in writing or orally, either before, at, or after any meeting of the Board of Directors, waive notice thereof and, without notice, any director by attendance at such meeting and participation therein, shall be deemed to have waived notice of the action or actions taken at any meeting of the Board of Directors.

Section 11. Presence at Meetings

Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear and see each other, and such participation at a meeting shall constitute presence in person at the meeting.

Section 12. Committees of the Board.

The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define authority of, set the number and determine the identity of, members of one or more committees. Committee members must be natural persons but need not be members of the Board of Directors. The Board of Directors may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

12.1 Authority of Committees.

Any committee, to the extent provided in these By-laws or in the resolutions creating such committee, shall have, and may exercise, all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided, however, that no committee shall be granted the powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these By-laws, committee action shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors.

12.2 Procedures for Conducting Meetings.

The activities of all committees of the Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these By-laws, and the policies of the Corporation. The Board Chair shall be an ex-officio member of all committees unless he serves as a member of such committee. The meetings of all committees shall be open to attendance by all Directors,

which Directors may participate in any such meeting but may not vote unless such Director is a member of the committee.

12.3 Limitation on Authority of Committees.

Each committee shall be under the direction and control of the Board of Directors and shall keep regular minutes of the proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors.

Section 13. Conflict of Interest.

Each Director must complete a conflict-of-interest statement for review by the Authorizer within thirty [30] days of their election. The corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a director of the corporation or between the Corporation and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255 and Section 124D.10, as now enacted or hereafter amended.

ARTICLE V
OFFICERS AND EMPLOYEES

Section 1. Number and Election.

The officers of the Corporation shall be elected for one [1] year terms by the Board of Directors, and shall consist of a President [Chief Executive Officer/Board Chair], Treasurer [Chief Financial Officer], Secretary and such other officers as the Board of Directors shall determine from time to time.

Section 2. Vacancies.

A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation, or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 3. President.

The President shall:

- 3.1 Exercise the functions of the office of the president of the Corporation;
- 3.2 Preside at all meetings of the Board of Directors;
- 3.3 Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation as directed by the Board of Directors;
- 3.4 Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board of Directors;
- 3.5 Have the general powers and duties usually vested in the office of the president; and

- 3.6 Have such other powers and perform such duties as are prescribed by MN Statutes Section 317A.305, subd. 2, and as the Board of Directors may from time to time prescribe.

Section 4. Treasurer.

The Treasurer shall:

- 4.1 Keep accurate accounts of all monies of the Corporation, received or disbursed;
- 4.2 Deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
- 4.3 Have the care and custody of the corporate funds and securities;
- 4.4 Have the power to endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board;
- 4.5 Render to the President and the Board of Directors, whenever requested, an account of all of his transactions as Treasurer and of the financial condition of the Corporation;
- 4.6 Perform such other duties as may be prescribed by the Board of Directors or the President from time to time

Section 5. Secretary.

The Secretary shall:

Unless otherwise determined by the Board, be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

Section 6. Management and Administrative Employees.

The Corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall: 1) be appointed in a manner, 2) have their duties and responsibilities, and 3) hold their positions for the time prescribed by the Board of Directors.

Section 7. Compensation.

The officers and employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in the furtherance of the purposes and in the best interests of the Corporation.

Section 8. Removal of an Officer.

Any officer may be removed at any time, with or without cause, by the vote of a majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 9. Resignation.

Any officer may resign at any time. Such resignation shall be made in writing to the President or Secretary of the Corporation and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI
DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets

By a two-thirds [2/3] vote of all Directors, the Board of Directors may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. Written notice as required by the By-Laws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds [2/3] of a quorum of the voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

Section 2. Cessation and Distribution.

When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the corporation's assets to other entities in accordance with Minnesota Statutes, Section 317A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

ARTICLE VII
INDEMNIFICATION

Section 1. Indemnification.

The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

Section 2. Insurance.

The Corporation may purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation, or these By-laws.

ARTICLE VIII AMENDMENTS

Subject to the right of the voting members to adopt, amend, and repeal these By-laws as set forth in Minnesota Statutes, Section 317A.181, Subd. 2 (b), the power to adopt, amend, or repeal the By-laws is vested in the Board of Directors.

ARTICLE IX FINANCIAL MATTERS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or these By-laws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it financially liable for any purpose or to any amount.

Section 2. Loans and Pledges.

No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Authorized signatures.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or these By-laws.

Section 4. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 5. Documents Kept at Registered Office.

The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

- 5.1 Approved minutes and records of all proceedings of the Board of Directors and all committees;
- 5.2 Records of all votes and actions of the members;
- 5.3 All financial statements of this Corporation;
- 5.4 Articles of Incorporation and By-laws of this Corporation and all amendments and restatements thereof.

ARTICLE X
MISCELLANEOUS

Section 1. Gender References.

All references in these By-laws to a party in the masculine shall include the feminine and the neuter.

Section 2. Plurals.

All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.