

BYLAWS
OF
BRIDGES TO LEARNING, INC.
~~(Amended 3/1/2014)~~

ARTICLE 1 - OFFICES

1.1) Offices. The principal office of the corporation shall be 1633 Cedar Lake Parkway, Minneapolis, Minnesota 55416. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

ARTICLE 2 - DIRECTORS

2.1) General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

2.2) Number and Election. The corporation shall have five (5) to twelve (12) directors, and shall never have less than the number of directors required by law. At each annual meeting, the directors shall determine the number of directors and elect directors.

2.3) Term. The Board of Directors shall have staggered terms of three (3) years. ~~Each director may serve no more than twelve (12) consecutive years before leaving the Board for a minimum of one (1) year.~~ At the first meeting of the Board of Directors, the Board of Directors shall designate, as nearly as possible, one-half of the directors to serve three-year terms and one-half of the directors to serve two-year terms.

2.4) Removal. A director may be removed at any time, with or without cause, by a majority of the other directors of the corporation. Removal shall be effective upon the mailing of a written notice to the director who is removed.

2.5) Resignation. Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

2.6) Vacancies. Vacancies in the Board of Directors shall be filled by the remaining directors, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

2.7) Quorum; Voting. A majority of the directors currently holding office shall constitute a quorum for the transaction of business. Two-thirds (2/3) of the Board members shall constitute a quorum. A quorum represented by members in person or by proxy shall be required to conduct official business. 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 number otherwise required for a quorum. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors. If a quorum is not present members present can take action so long as there are no objections from any non attending board member.

2.8) Board Meetings.

(a) Meetings. The Board of Directors shall hold an annual meeting during the last quarter of the fiscal year for the purpose of electing officers and transacting any other business coming before it. The Board may hold such other meetings as it may determine from time to time. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the corporation. The Chairperson, the President or any two (2) directors may call a special Board meeting.

(b) Notice. Notice of Board meetings shall be made by giving forty-eight (48) hours oral notice or seven (7) days written notice to all directors of the date, time, and place of the meeting. The notice need not state the

purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by email, mail, facsimile transmission, telegram, or may be delivered to the address maintained for each director in the records of the corporation. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

2.9) Waiver of Notice. A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

2.10) Board Meetings Held Solely by Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate with each other during the meeting, if the notice is given of the meeting as required by Section 2.8(b) above, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meetings.

2.11) Participation in Board Meetings by Means of Remote Communication. A director may participate in a board meeting by means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which the director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

2.12) Action Without Meeting. Any action of the Board of Directors or any committee of the Board that may be taken at a meeting thereof may be taken without a meeting if authorized by a written action signed or consented to by authenticated electronic communication, by all of the directors (or such lesser number of directors as may be permitted by the Articles of Incorporation), or by all of the members of such committee, as the case may be.

2.13) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any director from serving this corporation in any other capacity and receiving proper compensation therefore. Bridges to Learning, Inc. Travel Policy is appended as Attachment I.

2.14) Committees. The Board of Directors may, by resolution approved by affirmative vote of a majority of the Board, establish committees having the authority of the Board in the management of the business of the corporation only to the extent provided in the resolution. Each such committee shall consist of one or more natural persons (who need not be directors) appointed by the affirmative vote of a majority of the directors present, and shall be subject at all times to the direction and control of the Board. A majority of the members of a committee present at a meeting shall constitute a quorum for the transaction of business. Committee meetings may be held solely by means of remote communication and committee members may participate in meetings by means of remote communication to the same extent as permitted for meetings of the Board of Directors.

ARTICLE 3 - OFFICERS

3.1) General. The corporation shall have a Chairperson, Vice Chairperson, Secretary, and Treasurer and such other officers or agents as it deems necessary. The Office of the Chairperson and the Treasurer may not be held by the same person, other offices or functions of the Secretary and Vice Chairperson may be held by the same person. Officers shall receive - reimbursement for their expenses as determined from time to time by the Board.

3.2) Election, Term, and Removal. At the annual meeting of the Board of Directors, the Board shall elect officers (with the exception of the President) for terms of one year, and they shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer).

- 3.3) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.
- 3.4) Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of Chairperson, Vice Chairperson or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.
- 3.5) Chairperson. The Chairperson shall preside at all meetings of the Board, and oversee the operation and future direction of the organization. (S) he will review and guide the performance of the Executive Director.
- 3.7) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) shall be the chief financial officer and keep accurate financial records for the corporation; (b) 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 designate from time to time; (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the Chairperson and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the Board of Directors or Chairperson from time to time.
- 3.8) 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.
- 3.9) Vice Chairperson. The Vice Chairperson shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors. In the event of absence or disability of the Chairperson, the Board of Directors may designate the Vice Chairperson- to succeed to the power and duties of the Chairperson.
- 3.10) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.
- 3.11) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

ARTICLE 4 - Employees

- 4.1) Executive Director. As adopted by the Board of Directors, the Executive Director will be a paid employee of the corporation and serve at the pleasure of the Board of Directors. The Executive Director shall (a) be the chief executive office of the corporation, and have general active management of the business of the corporation; (b) see that all orders and resolutions of the Board are carried into effect; (c) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the corporation; (d) maintain records of and certify proceedings of the Board; and (e) perform such other duties as may from time to time be prescribed by the Board.
- 4.1.1) Compensation. The Board of Directors will determine the appropriate compensation for the Executive Director, consulting with local studies for similar positions. The Board of Directors will establish a job description and performance metrics commensurate with the position and responsibilities of the corporation. Annual review of these measures will be conducted during the annual meeting of the Board.

ARTICLE 5 - FISCAL YEAR

5.1) Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors. The current fiscal year is from January 1 through December 31 of each calendar year.

5.2) Tax Preparation: The organization's tax preparation shall be overseen by the Treasurer and the Form 990 presented to the board prior to its submission to the IRS in May of each year.

5.3) Tax documents and records of all filings shall be held by the Treasurer of the corporation at the headquarters of the organization.

ARTICLE 6 - INDEMNIFICATION; STANDARD OF CONDUCT

6.1) 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.

6.2) Conflicts of Interest. 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 accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.

6.2.1 All board members shall annually review the corporation's guidelines for determining conflict of interest as outlined in Attachment II to the bylaws.

6.2.2 The secretary shall review the guidelines with each director and record the results of the survey in the first board meeting of each fiscal year.

6.3) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. The Bridges to Learning, Inc. Ethics Policy is appended as Attachment III.

6.4 Whistleblower Policy. Bridges to Learning, Inc. Whistleblower policy shall set forth the guidelines for reporting and managing any behavior or action deemed inappropriate. Attachment IV sets forth this policy.

6.5 Sexual Harassment Policy. Title VII of the Civil Rights Act of 1964 prohibits discrimination on the basis of race, color, sex, age, or national origin. Sexual harassment is included among the prohibitions. It is Bridges to Learning's policy to promote a work place free from sexual harassment. Each individual has the right to work in a professional atmosphere which promotes equal opportunities and prohibits discriminatory practices, including sexual harassment. At Bridges to Learning, sexual harassment, whether verbal, physical, or environmental, is unacceptable and will not be tolerated. Bridges to Learning, Inc. Sexual harassment Policy is appended as Attachment V.

6.6 Document Destruction and Retention Policy

Bridges to Learning, Inc., shall maintain all pertinent corporate documents as prescribed by the Bridges to Learning Document Retention Policy appended here as Attachment VII.

6.7 Third Party Contracts Policy. From time to time Bridges to Learning will need assistance to address business issues from third parties. It is the policy of Bridges to Learning that the use of outside vendors will be prudent, restrained, and carefully monitored. Significant consideration will be given to the cost associated with the retention of any outside vendor. The procedures should be followed when any outside vendor is to be utilized by the Company for the provision of services. Attachment V is appended as Bridges to Learning, Inc. Third Party Contracts Policy.

ARTICLE 7 – Disclosure

September 23, 2004
Amended September 18, 2008
Amended May 20, 2009
Amended December 19, 2010
Amended March 29, 2011
Amended effective March 1, 2014

7.1 Bridges to Learning, Inc., will make its policy, procedures, and financial statements available on its website www.Bridges2Learning.org for public viewing.

7.2 All documents and records of the organization will reside with the Treasurer at the corporation's offices.

ARTICLE 8 - AMENDMENTS

8.1) Amendments. The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of two-thirds (2/3) of the directors; provided, that all directors shall be notified of the proposed amendments at least fourteen (14) days before such action takes place.

The undersigned, Secretary of Bridges To Learning, Inc., hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on September 23, 2004, and amended on December 19, 2010.

September 23, 2004
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