# AMENDED AND RESTATED BYLAWS of

**LEARNING TREE COOPERATIVE PRESCHOOL, INC.**

**a Michigan nonprofit corporation**

1. NAME AND PURPOSE. The name of the corporation is **Learning Tree Cooperative Preschool, Inc.** The purposes of the corporation are set forth in the Restated Articles of Incorporation.
2. ORGANIZATION. The Corporation is organized on a directorship basis.
3. OFFICES. In addition to its principal office in the State of Michigan, the corporation may also have offices at such other places within or without the State of Michigan, as the Board of Directors shall from time to time determine.
4. PLACE OF MEETING. Meetings of the Board of Directors may be held at any place or places within or without the State of Michigan.
5. ANNUAL DIRECTORS' MEETING. The annual meeting of Directors of the Corporation for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held on such day during the month of May and at such time on such date, as may be designated annually by the Board of Directors, unless such action is taken by written consent. The annual meeting shall be held at the place designated annually by the Board of Directors. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as convenient. However, the annual meeting shall be held within ninety (90) days after the date designated therefore, or, if no date has been designated, then within fifteen (15) months after organization of the Corporation or after its last annual meeting. The annual meeting shall be held at the principal office of the Corporation in Midland, Michigan or at such other place, within or without the State of Michigan, as may be designated annually by the Board of Directors.
6. REGULAR DIRECTORS' MEETINGS. Regular meetings of the Board of Directors shall be held as determined by the Board of Directors from time to time, but not less frequently than annually.
7. SPECIAL DIRECTORS' MEETINGS. Special meetings of the Board of Directors may be called by the President, or may be called upon the written request of a majority of the Directors. The call for a Special Meeting shall specify the purpose of the meeting and shall give ten (10) days' notice thereof to the remaining members of the Board.
8. NOTICE OF DIRECTORS' MEETINGS. Written notice of the place, date, hour of every meeting of Directors shall be given by the Secretary, or the officer performing such duties, not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by regular first-class, registered or certified mail, or by electronic mail, to each Director of record entitled to vote thereat; provided, that a meeting may be held without notice immediately after the annual election of Directors. In addition, if a Director is present at a meeting of Directors, such presence constitutes a waiver of notice of that meeting; except when such Director attends a meeting for the express purpose of objecting, at the outset of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Further, notice need not be given of regular meetings held at times fixed by resolution of the Board.

Notice by mail, facsimile, or electronic mail to the usual business or residence address of the Directors not less than the time specified above before the meeting shall be sufficient. Neither the business to be transacted at, nor the purpose of, a regular or special meeting need be specified in said notice.

In the event that a meeting of directors is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, but only if, at the adjourned meeting, only such business is transacted as might have been transacted at the meeting at which the adjournment is taken. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, notice of the adjourned meeting shall be given to each director of record entitled to vote thereat.

1. ACTION BY DIRECTORS WITHOUT MEETINGS. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior written notice, and without a vote if consent, in writing and setting forth the action so taken, is signed by all of the Directors.

In the event that any such action by consent would have required the filing of a certificate if such action had been voted upon by Directors at a meeting thereof, such certificate shall state, in lieu of any required statement concerning a vote of Directors, that both written consent and written notice have been given as required.

1. ACTION BY DIRECTORS VIA ELECTRONIC COMMUNICATION EQUIPMENT. Directors may, with the prior approval of the President, participate in a Director's meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, provided that all participants in the meeting are advised of the use of such equipment and that the names of all participants in the conference are disclosed to all the participants. Participation in a meeting pursuant to this section shall constitute presence in person at a Director's meeting.
2. QUORUM OF DIRECTORS. A majority of the Directors of the Corporation entitled to vote on a particular subject matter shall constitute a quorum of the Board of Directors for such vote. With respect to a meeting of any committee of the Directors, a majority of the members of the committee who are entitled to vote on a particular subject matter shall constitute a quorum of the committee for such vote. Whether or not a quorum is present, a meeting may be adjourned to another date by a majority vote of the Directors represented.
3. BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board, consisting of not less than six (6) directors, who shall be elected annually by a vote of the directors entitled to vote at such election and shall hold office until they complete their term, resign, die or are removed. The number of persons to constitute the Board of Directors shall be fixed from time to time, within the limits prescribed by this Section, by resolution of the Board of Directors. Directors (other than those elected to fill vacancies) shall serve for one (1) year terms. At any meeting of the directors called for the purpose of removing any director, such director may, by a vote of a majority entitled to vote, be removed from office with or without cause and another be elected to replace such removed person.

The activities of the Board of Directors will be presided over by a President of the Board who shall be elected annually, from among the members of the Board of Directors, by a vote of the directors entitled to vote at such election.

A vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though such remaining Directors do not constitute a quorum of the Board. Such vacancy shall be filled for the unexpired term of the vacating director. If the Board of Directors accepts the resignation of any Director or officer to take effect at a future time, it shall have the power to elect a successor to take office when the resignation becomes effective. Directors need not be residents of the State of Michigan.

1. BOARD COMMITTEES. The Board of Directors may, by resolution, appoint such other committees of one (1) or more directors to have such authority as shall be specified by the Board in the resolution making such appointments. However, any such committee composed of fewer than the entire Board shall not have authority to: 1) amend the articles of incorporation; 2) adopt an agreement of merger or consolidation; 3) recommend to director’s dissolution of the Corporation or a revocation of dissolution; 4) amend these bylaws of the Corporation; or 5) fill the vacancies on the Board. The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting thereof

Subject to the approval of the Board of Directors, each Committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it. Except for the committee chairperson, a committee member need not be a director on the Board of Directors.

1. WAIVER OF NOTICE. The taking of any action, prior notice of which is required by statute, the Articles of Incorporation or these Bylaws, may be taken without notice if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in the case of a director, by his attorney-­in-fact, submits a signed waiver of such requirements.
2. CORPORATE OFFICERS. The Board of Directors shall appoint, as soon as may be convenient after the election of the Directors in each year, a President of the Corporation, and shall also appoint a Secretary and a Treasurer, and may select one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. No one of said officers need be a Director. Any of the above offices, except those of President and Vice President, may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity. The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of the Corporation.
3. OFFICERS' TERM OF OFFICE. The term of office of all officers of the Corporation shall be until the first meeting of the Board of Directors after the next annual meeting of Directors subsequent to their appointment and until their respective successors are chosen and qualified, or until their death, resignation or removal. Any officer may resign by written notice to the Corporation. Such resignation is effective upon its receipt by the Corporation or a subsequent time contained in said notice of resignation. The Board of Directors may remove any officer or agent, with or without cause, whenever in their judgment the business interest of the Corporation will be served thereby. The Board of Directors shall have power, at any meeting to fill any vacancies in any offices occurring from whatever reason.
4. OFFICERS' POWERS AND DUTIES. The president shall be the chief executive officer of the Corporation with full power to manage its affairs, subject to the powers of the Board of Directors. The officers of the Corporation shall otherwise have such powers and duties as usually pertain to their offices, except as modified by the Board of Directors, and shall also have such additional powers and duties as may from time to time be conferred upon them by the Board of Directors.
5. BANKING. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation. All checks and drafts against such deposited funds shall be signed and countersigned by persons to be specified by the Board of Directors.
6. CORPORATE BOOKS AND RECORDS. The Corporation shall keep within or without the State of Michigan books and records of account and minutes of the proceedings of directors, Board and executive committee, if any. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.
7. SEAL. The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe.
8. FISCAL YEAR. The fiscal year of the corporation shall end on June 30th of each year.
9. AMENDMENT. The Board of Directors may alter or amend these Bylaws at any meeting duly held as above provided, the notice of which includes notice of the proposed alteration or amendment.
10. INDEMNIFICATION OF DIRECTORS. OFFICERS AND OTHERS. The Corporation shall indemnify a 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 and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that the 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, partner, Director, employee or agent of another foreign or domestic Corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that 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 of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The Corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a 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 the 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, partner, Director, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprises whether for profit or not against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Any indemnification hereunder (unless required by law or ordered 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 has met the applicable standard of conduct set forth in this Section. Such determination shall be made (a) by a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding, (b) if such a quorum is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors, (c) by independent legal counsel in a written opinion for the Corporation, or (d) by the shareholders or members.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to 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 a person.

The Corporation may purchase and maintain insurance on behalf of any person who 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, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

The Corporation's indemnity of any person who 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, shall be reduced by any amounts such person may collect as indemnification (a) under any policy of insurance purchased and maintained on his behalf by the Corporation, or (b) from such other corporation, partnership, joint venture, trust or other enterprise.

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 the action, suit, or proceeding as authorized in the manner provided in this Article upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Nothing contained in this Section, or elsewhere in these Bylaws, shall operate to indemnify any Director or officer if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of the Federal Securities Act of 1933, the Securities Exchange Act of 1934, or any other applicable state or federal law.

1. DISSOLUTION. Except as otherwise required by law, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the Corporation to St. John’s Episcopal Church of Midland, Michigan, so long as such church is, at the time of such dissolution, qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. If, at the time of such dissolution, St. John’s Episcopal Church of Midland, Michigan is not qualified as an exempt organization, then the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, which are organized and operated exclusively for charitable purposes as shall at all times qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, or any successor thereof, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for charitable purposes.

**CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify that:

(1) I am the duly elected and acting secretary of Learning Tree Cooperative Preschool, Inc., a Michigan non-profit corporation; and,

(2) The foregoing amended and restated bylaws, consisting of six (6) pages, constitute the bylaws of said Corporation as duly adopted at a meeting of the Board of Directors of said Corporation duly held on the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Corporation, this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2022.

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Secretary

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## PROTECTION FROM LIABILITY FOR VOLUNTEER DIRECTORS

Passed by the State legislature, May 1988.

“Any director of the corporation who does not receive anything of value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by the director in his or her capacity as a director is a volunteer director. Except as otherwise provided by law, a volunteer of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the director’s fiduciary duty. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director occurring on or after the date this amendment to the Articles of Incorporation was filed with the State of Michigan, incurred in the good faith of his or her duties as a director.”

The above provision does not eliminate liability in several instances, such as:

1. A breach of duty or loyalty to the corporation
2. Acts or omissions not in good faith or that involve intentional misconduct.