

**BYLAWS OF THE  
RENAISSANCE LEARNING CENTER, INC.**

(A Nonprofit Florida Corporation)

**ARTICLE I**

**Name**

**Section 1.1 Name.** The name of the Corporation shall be the Renaissance Learning Center, Inc., (the "Corporation").

**ARTICLE II**

**Principal Office**

**Section 2.1 Principal Office.** The principal office of this Corporation shall be located in the County of Palm Beach, State of Florida.

**ARTICLE III**

**Organization**

**Section 3.1 Statement of Purpose.** The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, whether directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

**Section 3.2 Dissolution.** In the event of the dissolution of the Corporation, The Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV**

**Prohibited Activities**

**Section 4.1 Compliance with Internal Revenue Codes.** Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of The Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

**Section 4.2. Non-discrimination.** The Renaissance Learning Center shall conduct all activities and offer all services without discrimination on the basis of race, religion, and country of national origin, sex or age.

All services shall be offered in keeping with federal and state statutes relating to non-discrimination and the rights of the disabled person.

## **ARTICLE V**

### **Board of Directors**

**Section 5.1 Management.** All powers of the Corporation shall be exercised by and under the authority of the Board, and the property and affairs of the corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the board present at a meeting at which a quorum of no less than three (3) members of the Board are present. The affirmative vote of not less than two (2) members shall be necessary for all actions by the Board relating to the following sections: Section 5.3., Section 5.4., Section 5.5., Section 5.7., Section 5.9., Section 5.12., and Section 6.2.

- 5.1.1 Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities;
- 5.1.2 Adoption of an amendment to the Articles of Incorporation of the Bylaws;
- 5.1.3 Organization of a subsidiary or affiliate by the Corporation; and
- 5.1.4 Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

**Section 5.2. Number of Directors.** The initial board shall consist of three directors. The number of Directors may at any time be increased or decreased to no more than fifteen (15) and no fewer than three (3) by a majority vote of the Board. In the event of an increase in the number of Directors, the additional directorships created shall be filled in a manner prescribed herein for the Election of the Directors in accordance with Section 5.4.

**Section 5.3. Nomination of Directors.** Candidates for Directors may be nominated by any existing director during any meeting of the board. Candidates for Director must have attended a minimum of 2 previous board meetings at time of nomination.

**Section 5.4. Election of Directors.** Directors may be elected by a majority vote at any regular meeting of the board. A newly elected director shall not be considered a member of the board until all governmental requirements for financial disclosure and background checks have been satisfied.

**Section 5.5. Term of Elected Directors.** The regular term for directors shall be for 1 year from January 1<sup>st</sup> to December 31<sup>st</sup>. Normally, elections for this term shall be held in November of the previous year. Those directors elected midterm or serving at the time of this amendment shall serve to the end of the current year. If elections have not occurred by January 1<sup>st</sup> it is the responsibility of the board effective December 31<sup>st</sup> of the previous year to elect the board to govern the current year.

**Section 5.6. Vacancies.** Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 5.4 hereinabove. Except for a director elected due to the natural expiration of his predecessor's one year term, a Director so elected to fill a vacancy shall hold office of the remainder of his predecessor's term.

**Section 5.7. Resignation or Removal of Directors.** A Director of the corporation may resign at any time by tendering their resignation in writing to the corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the corporation at its principal place of business. Any elected Director may be removed at any time, with cause, by a majority vote of the other Directors.

AMMENDMENT TO THE BYLAWS OF THE  
RENAISSANCE LEARNING CENTER, INC.

(A nonprofit Florida Corporation)

10-19-99

The following sections of the Renaissance Learning Center Bylaws shall be revised to read as follows:

**Section 5.1. Management.** All powers of the Corporation shall be exercised by and under the authority of the Board, and the property and affairs of the corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the board present at a meeting at which a quorum of no less than three (3) members of the Board are present. The affirmative vote of not less than two (2) members shall be necessary for all actions by the Board relating to the following:

**Section 5.3. Nomination of Directors.** Candidates for Directors may be nominated by any existing director during any meeting of the board. Candidates for Director must have attended a minimum of 2 previous board meetings at time of nomination.

**Section 5.4. Election of Directors.** Directors may be elected by a majority vote at any regular meeting of the board. A newly elected director shall not be considered a member of the board until all governmental requirements for financial disclosure and background checks have been satisfied.

**Section 5.5. Term of Elected Directors.** The regular term for directors shall be for 1 year from January 1<sup>st</sup> to December 31<sup>st</sup>. Normally, elections for this term shall be held in November of the previous year. Those directors elected midterm or serving at the time of this amendment shall serve to the end of the current year. If elections have not occurred by January 1<sup>st</sup> it is the responsibility of the board effective December 31<sup>st</sup> of the previous year to elect the board to govern the current year.


**Section 5.7. Resignation or Removal of Directors.** A Director of the corporation may resign at any time by tendering their resignation in writing to the corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the corporation at its principal place of business. Any elected Director may be removed at any time, with cause, by a majority vote of the other Directors.

**Section 5.9. Annual Meetings the Board.** An annual meeting of the board shall be scheduled within 3 months after the end of the corporation's fiscal year. This meeting may take place during a regularly scheduled board meeting.

**Section 5.12. Quorum and Action of the Board.** Three (3) Directors must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Directors may participate by speakerphone. Absent members have the right to vote by proxy on specific proposals for a specific meeting by submitting their instructions in writing to the chairperson prior to the meeting.

**Section 6.2. Election and Term of Office.** All officers of the corporation shall be elected by a vote of the Board as set forth in Section 5.1. . The regular term for officers shall be for 1 year from January 1<sup>st</sup> to December 31<sup>st</sup>. Nominations will be accepted in October and elections for this term shall be held in November of the previous year. Those officers elected midterm shall serve to the end of the current year. If elections have not occurred by January 1<sup>st</sup> it is the responsibility of the board effective December 31<sup>st</sup> of the previous year to elect the officers for the current year. A term of an elected officer shall expire regardless of whether or not their successor has been duly elected and qualified.

THESE REVISIONS WERE ADOPTED BY RENAISSANCE LEARNING CENTER BOARD OF DIRECTORS RESOLUTION ON OCTOBER 19, 1999:

  
Secretary

  
President

**Section 5.8. Compensation of Directors.** Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

**Section 5.9. Annual Meetings of the Board.** An annual meeting of the board shall be scheduled within 3 months after the end of the corporation's fiscal year. This meeting may take place during a regularly scheduled board meeting.

**Section 5.10. Special Meetings.** Special meetings of the Board may be called at any time by the President of the corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than two (2) days prior to such meeting. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.

**Section 5.11. Regular Meetings.** The board shall meet at least four (4) times each year, including the annual meeting, each such meeting being approximately three (3) months from the date of the previous or annual meeting. The Secretary shall mail notice of all regular and annual meetings to each Director at the address on file with the Secretary at least fourteen (14) days prior to a meeting, indicating the date, place and time of the meeting.

**Section 5.12 Quorum and Action of the Board.** Three (3) Directors must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Directors may participate by speakerphone. Absent members have the right to vote by proxy on specific proposals for a specific meeting by submitting their instructions in writing to the chairperson prior to the meeting.

**Section 5.13. Voting Shares of Stock.** In the event the Corporation owns shares of stock in another corporation, such shares shall be voted by the President, or his designee, as authorized by a vote of the Board as set forth in Section 5.1, hereinabove.

## ARTICLE VI

### Officers

**Section 6.1. Number.** The corporation shall have a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board. Any two (2) or more offices may be held by the same person. Officers need not be residents of the State of Florida or United States citizens. The failure to elect an officer shall not affect the existence of the Corporation.

**Section 6.2. Election and Term of Office.** All officers of the corporation shall be elected by a vote of the Board as set forth in Section 5.1. The regular term for officers shall be for 1 year from January 1<sup>st</sup> to December 31<sup>st</sup>. Nominations will be accepted in October and elections for this term shall be held in November of the previous year. Those officers elected midterm shall serve to the end of the current year. If elections have not occurred by January 1<sup>st</sup> it is the responsibility of the board effective December 31<sup>st</sup> of the previous year to elect the officers for the current year. A term of an elected officer shall expire regardless of whether or not their successor has been duly elected and qualified.

**Section 6.3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise (including removal in the event an officer is not reelected during his term in office) shall be filled by an election by the Board as set forth in Section 5.1 for the remaining unexpired term of such office.

**Section 6.4. Resignation or Removal of Officers.** An officer of the Corporation may resign at any time by tendering his resignation in writing to the president or the Secretary. Resignations shall become

effective upon the date specified therein or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a vote of the Board as set forth in Section 5.1. hereinabove.

**Section 6.5 President.** The President shall be the principal executive officer of the Corporation and subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation and he shall preside over meetings of the Board of Directors. He shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. He shall report as directed to the Board at each meeting. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**Section 6.6. Vice President.** The Vice-President shall act in the place instead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

**Section 6.7. Secretary.** The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

**Section 6.8. Treasurer.** The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

**Section 6.9. Other Officers.** Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

**Section 6.10. Succession of Officers.** Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of (1) month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform his services in the following order:

- 6.10.1. The Vice-President shall perform the services of the President.
- 6.10.2. The President shall perform the services of the Secretary.
- 6.10.3. The Secretary shall perform the services of the Treasurer.

**Section 6.11. Salaries.** Officers will not receive compensation for services rendered as officers of the Corporation. However, nothing herein contained shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as an officer or in any other capacity.

## ARTICLE VII

### Committees of the Board

**Section 7.1. Committees of the Board.** The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the Board of Directors shall annually appoint the members and the chairmen of the standing committees

and shall fill vacancies on any standing committee. Appointments to the standing committees shall be made by the Board of Directors at the annual meeting. In addition, the President may, if so authorized by the Board, appoint the members and chairmen of such special committees as the Board may create, which members and chairmen may include persons who are not members of the Board. All committee appointments and chairmen appointments must be approved by a vote of the Board.

**Section 7.2. Standing Committees.** Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

**Section 7.3. Special Committees.** Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee shall be specified in the resolution creating the committee.

**Section 7.4. Committee Members' Term of Office.** Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.

**Section 7.5. Committee Meetings.** Meetings of any committee may be called by the chairman of such committee or upon the written request of one-third (1/3) of the committee members. The call for any meeting shall be by giving notice of such meeting which sets forth its time and place and is delivered to the residence or place of business of the committee members as listed in the Secretary's office at least two (2) days prior to such meeting. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

**Section 7.6. Resignation or Removal of Committee Members.** A member of any committee may resign at any time by tendering his resignation in writing to the President or the Board of Directors. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee.

## ARTICLE VIII

### Indemnification of Directors and Officers

**Section 8.1. Indemnification.** The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he is or is threatened to be made a party because he is or was a Director, officer, employee or agent of this Corporation, or such other Corporation, partnership, joint venture, trust or other enterprise. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his duties to the Corporation. The foregoing right of indemnification shall be in addition to a not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

**Section 8.2. Insurance.** 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 who 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 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 under the provisions of this Article VIII.

## **ARTICLE IX**

### **Contracts, Checks, Deposit Books and Records**

**Section 9.1. Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 9.2. Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

**Section 9.3. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 9.4. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 9.5. Gifts.** The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devise.

### **Certificate**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

10/19/99  
Date

Judy A Chackal  
Secretary