

BYLAWS OF TruLearn

The name of the organization is TruLearn. The organization is organized in accordance with the Alaska Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Our mission to support the education of the present and future generations by offering educational resources as well as classes to students and training and workshops to their parents.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I MEETINGS

Section 1.1 Meetings. Meetings shall be held once each quarter for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The meetings shall be held at the time and place designated by the Board of Directors from time to time. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting, including internet and phone.

Section 1.2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the directors have the opportunity to read or hear the proceedings and participate in voting, questions, and comments.

Section 1.3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all directors of record at the address shown on the corporate books or their email address, at least 3

days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid, or emailed using the TruLearn business email.

Section 1.4. Place of Meeting. Meetings shall be held at the principal place of business and or internet connection unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 1.5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 1.6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal.

Directors' action on the following items is invalid unless the notice or written waiver of notice states the general nature of the proposals:

- (a) Removing a director
- (b) Filling vacancies on the Board of Directors
- (c) Amending the Articles Incorporation
- (d) Voluntary dissolution of the corporation.

Section 1.7. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

Section 1.8. Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material, financial interest

in a transaction to which the corporation is a party and who is an "interested director" shall not be required for approval of the transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 1.9. Presiding Officer. Meetings of the Board of Directors shall be presided over by the President. In the absence of the President, the vice president presides over the meeting. The Secretary of the corporation shall act as the secretary of all meetings of the directors, provided that in his or her absence the presiding officer shall appoint another person to act as secretary of the meeting.

Section 1.10. Validation of Meeting Defectively Called or Noticed. The transaction of business at any meeting of the Board of Directors, however called or noticed and wherever held, shall be as valid as a meeting duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each of the directors not present signs a waiver of notice, consent to holding the meeting, or approvals shall be filed with the corporate record or made a part of the minutes of the meeting.

Section 1.12. Quorum. A majority of directors shall constitute a quorum.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE II BOARD OF DIRECTORS

Section 2.1. General Powers. Subject to the provisions and limitations of the Alaska Nonprofit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

- a) The Board shall evaluate the corporation's achievements and the performance of its principal officers annually.
- b) The Board is responsible for identifying and assuring that it meets its educational and training needs including orientation and training new Board members
- c) Financial oversight requires control of major resource decisions, monitoring financial viability and an annual audit of its financial reports.
- d) The Board shall prohibit conflict of interest or appearance of conflict of interest by Board members, employees, consultants and those who provide services or goods to the students and families.

Section 2.2. Specific Powers. Without prejudice to the general powers set forth in Section 3.12 of these bylaws, but subject to the same limitations the board shall have the power to do the following:

- a) Appoint and remove, at the pleasure of the board, all corporate officers, prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b) Change the principal office or the principal business office in Alaska from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside Alaska; and designate a place in or outside Alaska for holding any meetings.
- c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

Section 2.3. Number & Qualifications of Officers. The number of Directors on the Board shall consist of at least five (5) but no more than seven (7) directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board. Any vacancy on the Board shall be filled by a majority vote of the then-sitting Board of Directors. The officers of the organization shall be one President, one Vice-President (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President. Physical location in the state of Alaska or the United States is not required to serve on the board, though United States Citizenship is.

Each person appointed to the Corporation's Board and Officers shall:

- a) share in the commitment of the Corporation as set forth in the Articles of Incorporation, these Bylaws, and the mission and vision statements of the Corporation, and offer the skills and competence necessary to supervise the ongoing business operations of the Corporation.
- b) Be a United States Citizen.

The Executive Director of the Corporation and the Treasurer shall attend each regularly scheduled meeting of the Board of Directors and present a report concerning the affairs of the Corporation. The Board may also invite such other individuals as appropriate to attend Board meetings as non-voting participants.

Section 2.4. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is

- a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent

contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and

- b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 2.5. Term of Office. Each director shall be elected for a term of three consecutive years. Each director, including a director elected to fill vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Unless reelected, no director shall continue in office after the expiration of the term for which elected and the election and qualification of a successor.

Section 2.6. Staggered Terms. Immediately upon such election and adoption of these bylaws, the initial directors shall be divided as equally as possible into three classes. The first class shall serve an initial one-year term, the second class shall serve an initial two-year term, and the third class shall serve an initial three-year term. Thereafter, each such director shall hold office for a three (3) year term.

Section 2.7. Designation of Initial Directors. Election of Subsequent Directors.

The initial directors shall be designated by Serena Augustin, at the first meeting of the Board of Directors, and all subsequent directors shall be elected by a majority vote of the then sitting board.

Section 2.8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 2.9. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a three-year term or until a successor has been elected and qualified.

Section 2.10. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Section 2.11 Removal of Director. The Board may declare vacant the office of a director of the following causes.

- a) The Director has been declared of unsound mind by a final order of a court; offenses
- b) The Director has been convicted of a felony, excepting motor vehicle offenses
- c) The Director has been found by a final order of judgment of any court to have breached any duty arising under the Alaska Nonprofit Law
- d) The Director has, without excuse, been absent from regular Board meetings, for either two (2) consecutive meetings or four (4) meetings in any one twelve (12) month period.

Section 2.12 Conflicts of Interest.

- a) No member of the Board of Directors shall be an employee of the corporation
- b) If an employee is a spouse or relative of a member of the Board of Directors, that director shall abstain from any vote concerning that employee.
- c) No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, as independent contractors, or otherwise, or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law , mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation
- d) All members of the Board of Directors shall comply with the disclosure requirements concerning transactions between the corporation and any other entity in which a director is an officer.
- e) The corporation will make no loan of money or other property; or guarantee the obligation, of any director or officer of the corporation.

Section 2.13. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE III DIRECTORS

Section 1.1. Duties of Directors. The duties and powers of the Directors shall be as follows, and may be altered by resolution of the Board Directors:

1) **President**

- a) The President of the Board shall, if present, preside at all meetings of the Board, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. More specifically, the President of the Board shall be responsible for:
 - b) Leading the Board to carry out its governance functions
 - c) Ensuring the Board has approved policies to help ensure sound and compliant governance and management of the organization
 - d) Partnering with the Executive Director to lead the development and refinement of impact metrics
 - e) Assessing the performance of the Executive Director
 - f) Assuring ongoing recruitment, development, and contributions of Board members
 - g) Partnering with the Executive Director to help ensure the Board's directives, policies, and resolutions are carried out
 - h) Working with the Executive Director in cultivating and soliciting major foundation grants and individual gifts
 - i) Coordinating an annual performance review of the Executive Director
 - j) Setting priorities and creating agendas for meetings of the Board
 - k) Presiding over meetings of the Board
 - l) Serving as an ambassador of the organization and advocating its mission
- m) The President shall execute bonds, deeds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall be one of the officers who may sign checks and drafts of the Corporation.

2) **Vice-President**

- a) The Vice-President, in the absence of the President or in the event that the President shall be unable to fulfill his or her duties, shall possess and exercise the powers of the President; and to the extent authorized by law, shall have such other powers as the Board of Directors may determine.

- b) The Vice-President shall perform or have performed those duties that are consistent with his or her powers and as delegated to the Vice-President by the Board. The Vice President shall ensure that such duties are carried out in a manner that is consistent with these Bylaws and the directives of the Board.

3) **Secretary**

- a) The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings, develop and distribute a board calendar before the start of each year, maintain a board binder containing the governing documents, key governance policies, minutes of board meetings, and written consents, and use appropriately secured electronic storage of key documents as a backup.
- b) The Secretary shall prepare or have prepared and keep a list of all Directors and shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. The Secretary shall keep or have kept an attendance log listing those Directors present at Board meetings.
- c) The Secretary shall see that all attending Directors sign into evidence their presence at Board meetings. The Secretary shall keep a register of the mailing address of each Director which shall be furnished to the Secretary by such Director. The Secretary shall have general charge of the record books of the Corporation.

4) **Treasurer**

- a) Treasurer shall be responsible for overseeing the financial affairs of the organization as directed and authorized by the Board of Directors. The treasurer will oversee the books, have access to checking and or savings accounts, online payment methods, and all other forms of payment and records to the books.
- a) Treasurer shall be the chief financial officer and have the custody of the corporate funds and securities, shall keep or have kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall oversee the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.
- b) Treasurer shall disburse or oversee the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be one of the officers who may sign checks and drafts of the Corporation.

- 5) The Secretary and Treasurer may be the same person.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE IV OFFICERS

Section 8.1. Designation of Officers. The Officers of the Corporation shall consist of an Executive Director. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions as the Board deems necessary. No person may serve in more than one office. Officers shall not be members of the Board of Directors.

Section 8.6. Duties of Officers. The duties and powers of the Officers shall be as follows, and may be altered by resolution of the Board Directors:

- 1) **Executive Director.** The Executive Director is a compensated officer hired by the board of directors to be the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities and officers (other than the President of the board) of this corporation. The Executive Director has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. Among other things, the Executive Director shall be responsible for:
 - a) Ensuring the organization's activities are compliant and in furtherance of its mission
 - b) Leading, managing, and developing the organization's employees, volunteers, and organizational culture
 - c) Appoint and remove employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
 - d) Developing, implementing, monitoring, and assessing the organization's programs (including their impact)
 - e) Developing, implementing, monitoring, and assessing sound and compliant financial management practices (including budgeting)
 - f) Developing, implementing, monitoring, and assessing sound and compliant fundraising practices
 - g) Developing, informing, and supporting the board and the board committees to carry out their governance functions
 - h) Partnering with the Chair of the Board to help ensure the Board's directives, policies, and resolutions are carried out

- i) Working with the development staff and Chair of the Board in cultivating and soliciting major foundation grants and individual gifts
- j) Developing and maintaining beneficial relationships with donors, funders, supporters, collaborators, allies, vendors, and other stakeholders
- k) Ensuring effective external communications about the organization and its mission, priorities, importance, programs, and activities
- l) Championing the organization and advocating its mission to internal and external stakeholders
- m) Keeping informed and the organization's leadership informed of significant developments and changes in the internal and external environment
- n) Leading the organization's planning processes
- o) Ensuring legal compliance (including all required filings) and sound risk management practices.

The Executive Director of the Corporation shall attend each regularly scheduled meeting of the Board of Directors and present a report concerning the affairs of the Corporation. The Board may also invite such other individuals as appropriate to attend Board meetings as non-voting participants.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE V COMMITTEES

Section 5.1. Committees. The Board of Directors may adopt resolutions establishing one or more committees delegating specified authority to a committee and appointing or removing members of a committee. A committee shall include two or more Directors. A Director may serve on more than one committee. Committee members may invite other persons to act as advisors to the committee as necessary to help the committee make well-informed decisions. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors or any individual Director of any responsibility imposed by the Bylaws or otherwise imposed by law. Any committee shall have the authority to act only to the extent expressly provided by the Board, as applicable. Committees shall have no authority to act on those matters reserved to the Board. Any and all committee action shall result solely in a recommendation to the Board for ultimate Board approval.

Section 5.2. Compensation. Committee members shall not receive compensation for their services. By resolution of the Board of Directors, each committee member may be paid for his or her actual expenses, for travel and other necessary activities while carrying out his or

her responsibilities as a committee member, including but not limited to attending committee meetings. The Board, by resolution, shall determine the limits of any corporate reimbursement.

Section 5.3. Expenditures. Any expenditure of corporate funds by a committee shall require prior approval of the Board of Directors.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE VI CONTRACTS, DEPOSITS, AND FUND FINANCES

Section 6.1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 as authorized by the board of directors.

Section 6.2. Checks, Draft Signing Authority. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation and in such a manner as shall be determined from time to time by the board of directors shall be signed by the treasurer and shall be countersigned by the president or vice president of the corporation.

Section 6.3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 6.4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for any special purpose for the corporation.

Section 6.5. Grants. No grant monies from a state, federal, or other governmental entity shall be applied for without the majority vote approving such application at a special meeting of the board of directors, or written consent from a majority of the board members.

Section 6.6. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June to coincide with a normal school year.

Section 6.8. Budget. A proposed budget of all revenues and expenditures for the year shall be agreed upon by a vote of the board prior to the beginning of each fiscal year. Deviations from the budget must be approved by a majority of the board at a special meeting.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE VII BOOKS AND RECORDS

The corporation shall keep correct and complete records of financial transactions and accounts and shall also keep minutes of the proceedings of its board of directors. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time. If reproduced copies are requested, the cost of reproduction shall be charged to the requesting party.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE VIII INDEMNIFICATION

Section 8.1. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

Section 8.2. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8.3. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or employee benefit plan against any liability asserted against him or her and incurred in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE IX GENERAL PROVISIONS

Section 9.1. Checks: Signatures Required. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and the Board of Directors shall approve a resolution authorizing the appropriate persons who may sign any and all bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Corporation.

Section 9.2. Corporate Seal. The Board of Directors may adopt a corporate seal to be in such form and be used in such manner as the Board of Directors shall direct.

Adopted 08/21/2021
Amended 03/28/2022

ARTICLE X CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE XI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting.

ARTICLE XII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two thirds (3/4) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

_____, President of TruLearn,

and _____, Secretary of TruLearn certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on August 19, 2021.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on August 19, 2021.

By: _____, President Date: _____

By: _____, Secretary Date: _____