

BYLAWS
OF
PEACHWOOD EARLY LEARNING CENTER, INC.

Effective: January 7, 2020

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ARTICLE 1: NAME AND LOCATION

- 1.1 Name. The name of this corporation shall be PEACHWOOD EARLY LEARNING CENTER, INC.
- 1.2 Principal Office. Its principal office shall be located at 1401 West Grand A venue, Haysville, Kansas 67060.
- 1.3 Other Offices. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.
- 1.4 Registered Office and Resident Agent. The registered office of this corporation is to be located at 1401 West Grand Avenue, Haysville, Kansas 67060. The name of this corporation's initial resident agent at such address for service of process in this state is Shelley Palmer.

ARTICLE 2: PURPOSE

- 2.1 This corporation is organized and operated exclusively for charitable, religious, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on:
 - (A) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
 - (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- 2.2 Further, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 3: DEDICATION OF ASSETS AND EARNINGS

- 3.1 Dedication. The properties and assets of this corporation are irrevocably dedicated to charitable, religious, scientific and educational purposes. No part of the net earnings, properties or assets of this corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof.

- 3.2 Dissolution. Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court in the County and State in which the principal office of this corporation is then located exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4: BOARD OF DIRECTORS

- 4.1 Powers. The Board of Directors shall have the power to administer and control the affairs and property of the Corporation and to carry out the uses, objects, and purposes of the Corporation.

The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to the officers, a management company, committee, or other persons, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

The Board shall have the power and authority to engage, employ, discharge, and pay reasonable compensation to any other person or persons they deem necessary in the handling and managing of the Corporation, including but not limited to an Executive Director.

The Board may from time-to-time establish classes of members of the Corporation and shall define the benefits received by such members.

- 4.2 Number of Directors. Initially, the Board of Directors (sometimes referred to throughout these Bylaws as the "Board") shall consist of three (3) directors who were designated as such by the Incorporator in the Articles of Incorporation. Thereafter, the number of directors may be amended from time-to-time as determined by the Board; provided, however, there shall at all times be at least three (3) directors of the corporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The Board shall elect a President and Vice President of the Board who shall preside at Board meetings and generally manage the affairs of the Board.
- 4.3 Election. The Board may vote at any time to elect new members of the Board. The Board shall nominate and appoint new directors to fill vacancies.

- 4.4 Place of Meetings. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Kansas.
- 4.5 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board, provided a quorum shall be present. In the event any such meeting is not held at such time and place, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.
- 4.6 Special Meetings. Special meetings of the Board may be called by the President in his/her discretion and may be called by the President or secretary in like manner on the written request of one (1) director. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of such meeting, except that notice shall be given of any proposed amendment to these Bylaws if it is to be adopted at any special meeting or with respect to any other matter where notice is required by statute.

Except as otherwise required by statute, notice of special meetings shall be given by written notice mailed directly to the director, addressed to him/her at his/her residence or usual place of business, at least five (5) days before the date of such meeting, or be hand delivered, notified by email or telefacsimile at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon, addressed to the director at his/her residence or usual place of business. If notice be given by email or telefacsimile, such notice shall be deemed to be delivered on the date the notice was sent, provided the notice is actually received.

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signed a written waiver of notice or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

- 4.7 Quorum. At all meetings of the Board a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

- 4.8 Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, including consent by e-mail, and the writing or writings are filed with the minutes of proceedings of the Board or committee.
- 4.9 Telephonic Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
- 4.10 Appointment of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the Board of Directors' power or authority in reference to amending the Articles of Incorporation, adopting a resolution approving an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all property and assets of the corporation, recommending to the members a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.
- 4.11 Fees and Compensation. Directors shall not receive any stated salary for their services as directors, but, by resolution of the Board, adopted and in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one (1) or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity such as an officer, agent, employee, or otherwise, and receiving compensation therefore.

ARTICLE 5: OFFICERS

- 5.1 Officers. The officers of the corporation shall be chosen by the Board of Directors and shall be a President, a Vice President, a secretary and a treasurer. Any number of offices may be held by the same person.

- 5.2 Subordinate Officers and Agents. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 5.3 Compensation. The salaries, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.
- 5.4 Election and Removal. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.
- 5.5 President. The President shall preside at all meetings of the Board of Directors. The President shall have oversight of all committees. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deed, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; 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.
- 5.6 Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- 5.7 Secretary. The secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He/She shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.
- 5.8 Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit 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. He/She shall disburse 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 requires, an account of all his/her transactions as treasurer and of the financial condition of the corporation.

ARTICLE 6: INDEMNIFICATION AND INSURANCE

- 6.1 General. The corporation may indemnify any person who was or is a party or who was or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, advisory director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, advisory director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her 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 he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- 6.2 Derivative Action. The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any 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 such 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation. Notwithstanding the preceding, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- 6.3 Right to Indemnification. Any indemnification under Subsections 6.1 and 6.2 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 such director, officer, employee or agent has met the applicable standard of conduct set forth in Subsections 6.1 and 6.2, and additionally, only if the corporation has surplus funds to make such indemnification. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by either (a) independent legal counsel in a written opinion, or (b) the members.
- 6.4 Time of Indemnification. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the corporation as authorized in this Article 6. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.
- 6.5 Nonexclusive Rights. The indemnification and advancement of expenses provided by or granted pursuant to the other provisions of this Article 6 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office. However, any amount actually received as the proceeds of any such other indemnification shall be deducted from the amount, if any, which such person may be entitled to receive pursuant to this Article 6.
- 6.6 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 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 such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 6.

- 6.7 Resulting Corporation. For purposes of this Article 6, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.
- 6.8 References. For purposes of this Article 6, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article 6.
- 6.9 Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 6 shall, unless otherwise provided when authorized or ratified, 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.
- 6.10 Amendment By Law. This Article 6 is intended to follow and comply with K.S.A. §17-6305. If such statute is amended, this Article 6 shall be automatically amended to conform therewith.

ARTICLE 7: GENERAL PROVISIONS

- 7.1 Checks, Drafts, etc. All checks, notes and other instruments of indebtedness of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
- 7.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

- 7.3 Excess Payments. Any payments made to an officer of the corporation such as a salary, commission, bonus, interest, or rent, or entertainment expenses incurred by him/her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed.
- 7.4 Contracts, Deeds, etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount. Notwithstanding the preceding, any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other related documents shall be executed on behalf of the corporation (subject to prior approval of the Board of Directors) by the President (or by the Vice President, serving in the absence of the President), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the President (or Vice-President serving in the absence of the President).
- 7.5 Nondiscriminatory Policy. The Peachwood Early Learning Center admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It doesn't discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school administered programs.
- 7.6 Amendments. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws is contained in the notice of such special meeting, subject, however, to the right of the members to repeal or change any such action of the directors.

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of the corporation; and that the foregoing Bylaws constitute the Bylaws of the corporation as duly adopted by the Board of Directors on the 7th day of January, 2020.

s/Shelley Palmer
Shelley Palmer, Secretary