

AMENDED AND RESTATED

BYLAWS OF PRAIRIE CROSSING CHARTER SCHOOL

The Board of Directors, pursuant to Article XIV of the Bylaws of Prairie Crossing Charter School, has adopted the following Amended and Restated Bylaws of Prairie Crossing Charter School to be effective January 26, 2010 until otherwise amended, altered, revised or repealed:

ARTICLE I. NAME

The name of the Corporation shall be Prairie Crossing Charter School.

ARTICLE II. PURPOSES

Section 1. Not for Profit. The Corporation is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986.

Section 2. Purposes. The purposes of the Corporation are educational and charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the establishment of a Charter School under the auspices of the State of Illinois.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other 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).

b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which 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.

c. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, or creed.

ARTICLE III. REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Illinois within the boundaries of Lake or Cook Counties, a registered office and a registered agent whose office shall be identical with such registered office.

ARTICLE IV. MEMBERS

The Corporation shall have no members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors which may delegate authority to specified officers and other designated personnel.

Section 2. Number, Tenure and Qualifications. The number of directors shall be nine. Each individual who becomes a director after the adoption of these Bylaws shall serve a term of three years. Each director shall hold office until the end of his or her respective term, resignation, removal, or until his or her successor shall have been elected and qualified. No director may serve for more than two consecutive, full three-year terms, excluding any ex-officio tenure. Three directors, whether members of the parent body or otherwise, shall be elected by the parents of children currently enrolled at Prairie Crossing Charter School. Five directors, whether elected by such parents or by the Board, shall themselves be parents of children currently enrolled at Prairie Crossing Charter School. At the next regular meeting following the adoption of these Bylaws, the terms of the current directors will be designated as staggered, with three directors to be elected (one by the parents and two by the Board of Directors) not less than fourteen days preceding the annual organizational meeting in October. The Board of Directors may also elect ex-officio directors from time to time, such directors being allowed to attend and participate in all open sessions of board meetings but not being allowed to vote.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on dates to be determined by the Board, for no less than ten (10) regular meetings each year. The meeting agenda will be posted at least 48 hours in advance according to the Illinois Open Meetings Act. The annual meeting of the Board of Directors shall be held on the date corresponding to the date that the regular meeting scheduled for October would otherwise be held.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Lake County, Illinois, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least 48 hours in advance according to the Illinois Open Meetings Act specifying the purpose of the meeting to each director at his or her address or by email as shown by the records of the Corporation and held within Lake County, Illinois. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The meeting agenda will be posted at least 48 hours in advance according to the Illinois Open Meetings Act. No special meeting may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty days prior to such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that, if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. No director may act by proxy on any matter.

Section 8. Informal Action. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected no more than 90 days after the vacancy occurs, and the term of such director shall be for the unexpired term of his or her predecessor in office. The vacant position shall be filled in the same manner in which the vacating director was most recently selected; provided that if no parent runs for a parent-elected board position, the president of the Parent/Staff Organization (PSO) shall have the right to appoint a parent to the Board of Directors.

Section 10. Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause by the affirmative vote of two-thirds of the total directors.

Section 11. Compensation. Members of the Board of Directors shall not receive any salary for their services as members of the Board, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VI. COMMITTEES

Section 1. Committees. The Board of Directors may by resolution designate one or more committees not otherwise provided for in Section 2 of this Article VI. Each committee, whether created by such resolution or provided for in Section 2 of this Article 2, shall consist of two or more directors, may be chaired by a director , with at least one committee member being a parent of a child currently enrolled at Prairie Crossing Charter School; provided, however, that the Nominating Committee may be composed entirely of non-directors, and that the Excellence in Educational Programs Advisory Committee be composed as stated in Article VI, Section 2 (E) and the Governance Committee shall be composed as stated in Article VI, Section 2 (F) and the Communications, Public Relations, and Fundraising Committee shall be composed as state in Article VI, Section 2 (G). Except as otherwise prohibited by the Illinois General Not For Profit Act, each committee shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in the resolution creating such committee; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Standing Committees. The Corporation shall have the following standing committees, all members of which, unless otherwise noted, will be appointed by the President:

(A) Executive Committee. The Executive Committee shall consist of all officers of the Corporation, the Director of the School as a non-voting member, and any other individuals appointed by the President and approved by the Board of Directors. The committee shall be chaired by the President and shall be fully authorized, unless such authority be otherwise specifically limited by the Board of Directors, to act on behalf of the Corporation during the intervals between meetings of the Board of Directors. Actions taken by the Executive Committee shall be reported to the Board of Directors for ratification at the next regular meeting thereof. The Executive Committee shall also be responsible for the community relations activities of the Corporation, including without limitation exploring ways to encourage greater public awareness of the Corporation and its mission, evaluating the efforts of the Corporation to educate the community about the Corporation's purpose, function and role, and publicizing its role, function and capabilities to others.

(B) Human Resources Committee. The Human Resources Committee shall consist of individuals appointed by the President and will be responsible for interviewing and recommending individuals to the Board of Directors for the position of Director of the School in anticipation of such position becoming vacant in the near future. The Human Resources Committee will provide a written evaluation of the performance of the Director of the School annually, and will establish performance criteria linked to, among other things, adherence of the Corporation to its charter. The evaluation shall include input from the Finance Committee to determine the extent to which the Director of the School has satisfactorily managed the fiscal affairs of the Corporation. After the chairperson of the Human Resources Committee reviews the annual evaluation with the Director of the School and the Director of the School has had an opportunity to respond, the evaluation will be presented to the Board of Directors at a meeting from which the Director of the School has been excused. The Human Resources Committee will thereupon present to the Board of Directors any recommendations for modification, if any, of the compensation and benefit package of the Director of the School. The Human Resource Committee will also oversee staff relations and coordinate the establishment of personnel policies.

(C) Nominating Committee. The Nominating Committee may consist of no more than three, but not less than one, individual(s) appointed by the President, as well as two, but not less than one, individual(s) appointed by the Parent/Staff Organization (PSO) president. Except for directors elected by the parent body of the Corporation, the Nominating Committee will develop a slate for election to the Board of Directors to fill any vacancies that may result from expiration of terms of office, resignations or removals, or from any newly created directorships created by amendment of these Bylaws. The slate will be presented at the annual meeting or any regular meeting of the Board of Directors in an effort to keep director positions filled.

(D) Finance Committee. The Finance Committee shall be appointed by the President and shall include the Treasurer. It shall be responsible for oversight of the compilation of the annual budget for submission to the Board of Directors for approval, assisting the Corporation in the interviewing and selecting of accounting professionals to conduct the annual audit and reviewing any recommendations thereof upon completion of the audit, and reviewing insurance coverage and insurance companies for the Corporation. The Finance Committee will review the financial reports of the Corporation not less than quarterly to determine the relationship of budgeted items to actual expenditures and revenues, and the chairperson of the Finance Committee shall report the results of such review to the Board of Directors at the next regular meeting of the Board of Directors.

(E) Excellence in Academic Programs Advisory Committee: The committee composition shall include at a minimum two Board of Director Members, in addition to the School Director, Principal, three teaching staff, the Environmental Educator, and two other individuals who can contribute to the role of the committee, for a total of eleven committee members. The Committee Chair, the School Director, and the Principal will nominate individuals who shall then be appointed by the Board President.

The Excellence in Educational Programs Advisory Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility of working with the School Director and the Principal in an advisory role to define indicators of student achievement (in such areas as environmental stewardship, global citizenship, and standardized achievement tests). The committee will ensure that all board members know the charter promises made to the community and ISBE regarding student achievements and to devise clear and consistent measures to monitor these goals.

(F)Governance Committee: The committee composition shall include at minimum two Board of Director Members, a PSO appointed member, the School Director, the Principal, and a member of the teaching staff. The committee may invite participation by other individuals in the discussion of specific policies.

The Governance Committee will review and evaluate school policies on a regular basis to determine if policies are relevant and address the needs of the school. The committee will collaborate with the administration to identify and develop new policies, and will advise the Board of Directors on policy-related issues.

(G) Communications, Public Relations, and Fundraising Committee: The committee composition shall include at a minimum two Board of Director Members appointed by the President of the Board of Directors, one of which shall serve as Committee Chair and one shall be the Board Treasurer, and other individuals recommended by the Committee chair in sufficient number as to assure adequate manpower to carryout the work scope of the committee.

The Communications, Public Relations, and Fundraising Committee will address issues germane to internal communication and corporate branding, issues germane to corporation public relations, and issues germane to fundraising activities sufficient to sustain the corporation including policies and procedures governing the management of fundraising activities carried out by the staff of the corporation.

Section 3. Other Bodies. The Board of Directors by resolution may designate commissions, task forces, advisory bodies or other such bodies not having or exercising the authority of the Board of Directors in the management of the Corporation. The Board of Directors shall from time to time designate by resolution the scope and authority of any such body. Except as otherwise provided in such resolution, members need not be directors of the Corporation, and the President shall appoint the members thereof. Any member of such bodies may be removed by the President whenever in the judgment of the President the best interests of the Corporation would be served by such removal.

Section 4. Advisory Board. The Advisory Board shall be a separate body pursuant to Section 3 of this Article VI. Members of the Advisory Board have no power to bind or act on behalf of the Corporation. The purpose of the Advisory Board is to help the Corporation expand its perspective and achieve goals based upon its charter. Members of the Advisory Board shall be appointed for three-year terms. They are expected to visit the facilities of the Corporation at least once per year, and may be contacted for advice on an occasional basis. There shall be an annual meeting of the Advisory Board. Members will serve as volunteers, although the Corporation may provide travel and incidental expenses as determined by the Board of Directors.

Section 5. Term of Office. Each member of a committee or other body shall continue until the member resigns, is removed or ceases to qualify as a member thereof, unless the committee or other body is sooner terminated.

Section 6. Chairperson. Unless otherwise specified in this Article VI, one member of each committee or other body shall be appointed chairperson by the President of the Corporation.

Section 7. Vacancies. Vacancies in the membership of any committee or other body may be filled by appointments in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or other body, a majority of the entire committee shall constitute a quorum, and the act of a majority of the members present at a meeting in which a quorum is present shall be the act of the committee or other body.

Section 9. Subcommittees or Sub-Bodies. Each committee or other body may create by resolution subcommittees or sub-bodies to assist in fulfilling its purpose, which subcommittees or sub-bodies shall operate in accordance with such resolution. The chairperson of the particular committee or body shall appoint the chairperson of each its subcommittees or sub-bodies.

ARTICLE VII. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Not more than two offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected at each regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner herein provided. Election of an officer shall not of itself create contractual rights.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation.

Section 5. Vice-President. The Vice-President shall assist the President in the discharge of his or her duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her 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.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible thereof, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices, including without limitation annual notice of the dates of all regularly scheduled meetings of the Board of Directors, are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the post office address of each member of the Board of Directors and the Advisory Board which shall be furnished to the Secretary by such members; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any 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.

Section 2. 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 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 4. Gifts. The Board of Directors, or person designated by the Board of Directors, or an officer of the Corporation, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI. NO CORPORATE SEAL

The Corporation shall not have nor use a corporate seal.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time started therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. INDEMNIFICATION

Section 1. Indemnification of Officers and Directors. The Corporation may indemnify all officers and directors of the Corporation to the fullest extent permitted by the Illinois General Not for Profit Act. In each specific instance, the Corporation shall indemnify an officer or director if authorized by a resolution of the Board of Directors to do so.

Section 2. Insurance. The Corporation is entitled to purchase insurance for purposes of the indemnifications provided in the Article to the full extent as determined from time to time by the Board of Directors.

ARTICLE XIV. AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action must be adopted by no less than two-thirds of the members of the Board of Directors at a regular meeting for which written notice of the purpose shall be given; provided, however, that no amendment to the bylaws may be adopted unless such amendment is first presented for consideration at a prior regular meeting of the Board of Directors. The bylaws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.