

AMENDED & RESTATED  
BYLAWS OF  
**Tolbert  
Educational  
Services, Inc.**



*“Creating Pathways to Educational Excellence”*

**Mission Statement:**

The Tolbert Educational Services, Inc. mission is to improve formal academic instruction and achievement by addressing the barriers to learning, through strengthening problem solving, conflict resolution and critical thinking skills.

**ADOPTED BY THE BOARD OF DIRECTORS ON:  
February, 2021**

These Amended & Restated Bylaws (the “Bylaws”) govern the affairs of Tolbert Educational Services, Inc., a non-profit corporation (the “Corporation”) organized under the Missouri Non-Profit Corporation Act, as amended (the “Act”).

**ARTICLE 1 COMPOSITION & PURPOSE CLAUSE**

The name of the Corporation shall be **Tolbert Educational Services, Inc.**, and the Corporation is organized exclusively for charitable causes to be of a public benefit and incorporated in the state of **Missouri** and will act as a 501(c)(3) according to the IRS provisions. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

**1.05: Vision:**

**Tolbert Educational Services, Inc.** will provide public, charter school educational instruction for Pre-kindergarten (Pre-K) through 8<sup>th</sup> grade students within the boundaries of the Kansas City, Missouri Public School District.

**1.06: Mission Statement**

The mission of **Tolbert Educational Services, Inc.** is to improve formal academic instruction and achievement by addressing the barriers to learning, through strengthening problem solving, conflict resolution and critical thinking skills.

**1.07: Program Rationale/Need**

**Tolbert Educational Services, Inc.** organizers have recognized the lack of positive, engaging, accredited school, and the need for community and family-oriented programs located in the inner city areas of Kansas City. Bishop Mark Tolbert also realized hundreds of students and their families were struggling to overcome the conditions of poverty, low self-esteem, lack of purpose and direction, as well as, academic failure.

**1.08: Services, Goods and Funds**

**Tolbert Educational Services, Inc.** will provide the Services, Goods and Funds for learners Pre-K through the 8<sup>th</sup> grade within the boundaries of the Kansas City, Missouri Public School District. As used in this Paragraph, the following words shall have the definition(s) provided below:

- A. “Services”** shall mean the formal academic instruction, tutoring, mentoring, guidance, career counseling, job/vocational training for careers, computer training and health and nutrition classes.

- B. “Goods”** shall mean of meals/snacks, food, clothing, books, bus passes, as well as, program incentive items needed for daily living and education.
  
- C. “Funds”** shall mean all incentives needed for transportation, field trip incentives, support for career or job advancement or fees/sponsorships for educational testing, etc.

**1.09: Geographical area**

**Tolbert Educational Services, Inc.** will serve learners within the boundaries of the Kansas City, Missouri Public School District.

**1.10: Target population**

Students from Pre-K – 8<sup>th</sup> grade will be served through **Tolbert Educational Services** with indirect prevention and intervention services (i.e. formal school instruction, tutoring, mentoring, instruction and training, and career counseling, computer training, hands-on interactive career/vocational workshops and resume/interview job-skills training, etc.

**1.11: Demographics**

Based on the current population trends, most of the program participants will be economically disadvantaged, minority youth, presumably from single-parent families and from at-risk (for juvenile crime, high school dropout, teen pregnancy, ex-offender, etc.) environments.

**1.12 Offices**

The principal office of the Corporation shall be located at **3400 Paseo Blvd. Kansas City, MO 64109**. The Corporation may have such other offices, either within or without of the State of Missouri, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

**1.13 Registered Office and Registered Agent**

The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Missouri. The registered office may, but need not be identical with the Corporation’s principal office in Missouri. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2 MEMBERS**

The Corporation shall not have members. The management of the Corporation is vested solely in its Board of Directors.

**ARTICLE 3 BOARD OF DIRECTORS**

**3.01 Management of the Corporation**

The affairs and property of the Corporation shall be conducted and managed by a self-perpetuating Board of Directors. The Board of Directors shall have the power to supervise, control, direct and manage the property, affairs and activities of the Corporation, and to determine the policies of the Corporation and actively prosecute its corporate purposes and objectives. The Board of Directors shall have absolute discretion

regarding the disbursement of the Corporation's funds and the disposition of its property; provided, however, all income and property shall be distributed or otherwise applied only in furtherance of the purposes set forth in Article I.

**3.02 Number, Qualifications and Tenure of Directors**

The number of Directors shall be a number determined by the Board of Directors that is not less than three (3) and not greater than nine (9). Directors need not be residents of any particular state. Each director shall serve for a term of three (3) years. At the 2021 annual meeting of Board of Directors, the Board shall be divided into three (3) classes, which are hereby designated as Class A, Class B and Class C. The initial terms of office of each of the respective classes of board members shall expire on the following dates: (i) the initial Class A directors shall expire at the 2022 annual meeting of the Board; (ii) the initial Class B directors shall expire at the 2023 annual meeting of the Board; and (iii) the initial Class C directors shall expire at the 2024 annual meeting of the. The Board of Directors shall designate which directors are to make up the respective classes upon the election 2021 annual meeting of the Board of Directors. At each annual meeting after the initial classification of directors, the incumbent directors shall elect the directors to replace those directors whose terms expire at such annual meeting to hold office for a term of three (3) years. Each director elected by the Board shall hold office until he or she resigns, is removed, or until his or her successor is duly elected and qualified.

**3.03 Election of Directors**

Directors shall be elected by the Board of Directors upon the expiration of a director's term in office by a majority vote of directors whose terms have not yet expired. A nomination committee may be formed to nominate new directors as need. Each director shall hold office until he or she resigns, is removed, or until his or her successor is duly elected and qualified. A director may be elected to succeed himself or herself as director.

**3.04 Terms**

Terms of members of the Board of Directors shall be three (3) years. Members of the Board of Directors may serve a maximum of three (3) consecutive terms, and then rotate off of the Board of Directors for not less than one year before being or becoming eligible for re-election to the Board of Directors.

**3.05 Vacancies**

Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by a majority vote of the remaining members of the Board, although less than a quorum or the sole remaining director. A director appointed to fill a vacancy shall be appointed for the remainder of the term of the predecessor in office.

**3.06 Annual Meeting**

The annual meeting of the Board of Directors shall be held on the third Monday of June each year or upon such date in the month of June that the Directors shall designate, at a place and time determined by Board of Directors. At the Annual Meeting of the Board, Board members eligible for election or reelection shall be elected by voice vote of the

Board members.

**3.07 Regular Meetings**

The Board of Directors shall meet no fewer than twelve (12) times per fiscal year at a date and time determined by the Board. The meetings may be held at the place designated by the Board of Directors and shall be held at the Corporation's principal office if the notice or resolution does not specify the location of the meetings. Notice of all meetings of the Board of Directors shall be given pursuant to §610.020 of the Revised Missouri Statutes, as amended.

**3.08 Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors by giving not less than five (5) days' notice mail, email or telephone in accordance with Chapter 610 RSMo, as amended. A person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall provide notice to the Board of Directors of such special meeting of the Board pursuant to §610.020 of the Revised Missouri Statutes, as amended. The notice shall contain the reason for the special meeting, but the agenda of the Board meeting may not be limited to the reasons stated in the notice.

**3.09 Notice**

Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, facsimile transmission or electronic mail. If mailed, a notice shall be deemed to be delivered upon the expiration of the three (3) day period immediately following such notice being deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by facsimile transmission or electronic mail, a notice shall be deemed to be delivered when received by the recipient and upon the sender's receipt of written confirmation of such recipient's receipt of the notice. In all respects, any such notice shall be given in accordance with Chapter 610, RSMO, as amended.

**3.10 Quorum**

A majority of the number of directors then in office shall constitute a quorum of the Board of Directors for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

**3.11 Manner of Discharging the Duties of Directors**

Directors shall discharge their duties, including any duties as committee members, with

ordinary care, and in a manner they reasonably believe to be in the best interest of the corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation or another persons that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance upon the advice of such persons unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

### **3.12 Delegation of Duties**

Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a considerations that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board of Directors act in good and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

### **3.13 Interested Directors**

Contracts or transactions between directors or officers of the Corporation who have a financial interest in the contract or transaction shall be considered pursuant to the terms of the Conflict of Interest Policy of the Corporation.

### **3.14 Actions of Board of Directors**

The Board of Directors shall try to act by consensus. However, each director shall be entitled to one vote on each issue voted upon by the Board, and the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

### **3.15 Proxies**

A director may vote by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution.

**3.16 Compensation**

Directors may not receive salaries for their services as members of the Board of Directors. The Board of Directors may adopt a resolution providing for payment to directors of the reasonable expenses of such directors for attendance, if any, at each meeting of the Board of Directors. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount and must be approved pursuant to the terms of the Corporation's Conflict of Interest Policy.

**3.17 Removal/Resignation of Directors**

A director may be removed at any time by the affirmative vote of a majority of the Board of Directors. A director may resign from the Board by giving written notice of such resignation to the President of the Corporation with such notice stating the date upon which such resignation shall take effect.

**3.18 Meeting by Telephone**

The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice §610.020 of the Revised Missouri Statutes, as amended. Participation of a person in a conference-call meeting constitutes presences of that person at the meeting. Notwithstanding the foregoing, the Corporation constitutes a public governmental body as defined by Chapter 610 RSMo, as amended, and as such, shall observe all of the duties and obligations of a public governmental body with respect to holding public meetings (by telephone conference or otherwise), conducting public business, maintaining public records and calling public votes.

**3.19 Decision Without Meeting**

Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The written consents of Board of Directors may be signed electronically or by the original signature of the respective board member. The signed consents shall be place in the Corporation minute book and kept with the Corporation's records.

**ARTICLE 4 OFFICERS**

**4.01 Officer Positions**

The officers of the Corporation shall be a president and a secretary, and may include any number of vice presidents, a treasurer, an assistant treasurer and an assistant secretary. 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. Any two or more offices may be held by the same person, except the offices of president and

secretary.

**4.02 Election and Term of Office**

The officers of the Corporation shall be elected annually by the Board of Directors at the regular, annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

**4.03 Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause; provided, however, that the removal of the President shall require a unanimous vote of the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

**4.04 Vacancies**

A vacancy in any office may be filled by the Board of Directors for the remainder of the portion of the officer's term.

**4.05 President**

The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

**4.06 Vice President**

When the President is absent, is unable to act, or refuses to act, a Vice President shall perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Directors. Except as expressly authorized by the Board of Directors, the Vice President of public relations shall have no authority to sign for or otherwise bind the Corporation.

**4.07 Treasurer**

The Treasurer shall be responsible for oversight of the organization's finances, financial management practices, and shall perform all other duties, usual to the office and those delegated by the President or the Board of Directors.

**4.08 Secretary**

The Secretary shall be responsible for recording minutes of all meetings, counting votes, and maintaining files of minutes, and shall perform all other duties usual to the office and duties that may be delegated by the President or the Board of Directors.:



**ARTICLE 5 COMMITTEES****5.01 Establishment of Committees**

The Board of Directors may adopt a resolution 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 and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of the committee that has not been delegated any authority of the Board of Directors. 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. No committee shall have the authority of the Board of Directors to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another Corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all the substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the bylaws.
- (h) Elect, appoint, or remove a member of the committee or the director or officer of the Corporation.
- (i) Approve and transaction to which the Corporation is a party and that involves a potential conflict of interest.
- (j) Take any action outside of the scope of authority delegated to it by the Board of Directors.

**5.02: AD Hoc Committees.** As needed, the Board may create temporary ad hoc or long-standing committees, such as fundraising, community outreach, publicity/marketing, housing, etc. The President shall appoint all committee chairs.

5.03: **Finance Committee.** The Treasurer is chair of the Finance Committee, which will include three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

**ARTICLE 6 CONFLICT OF INTEREST**

Potential, actual or perceived conflicts of interest among members of the Board of Directors shall be governed by the terms and conditions of the Conflict of Interest Policy of the Corporation.

**ARTICLE 7 BOOKS AND RECORDS**

**7.01 Required Books and Records**

The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Missouri Secretary of the State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of the bylaws, and any amended versions or amendments to the bylaws.

(c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.

(d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.

(e) If prepared, a financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.

(f) If prepared, a financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

**7.02 Inspection and Copying**

Any director or officer of the Corporation may inspect and receive copies of all books

and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at the reasonable time no later than five working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed fifty cents per page. The Corporation shall provide requested copies of books or records no later than five working days after the Corporation's receipt of a proper written request.

**ARTICLE 8 DISSOLUTION CLAUSE**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute any assets of the Corporation that represent funding from or that were obtained by using federal or state funding to the State of Missouri, Department of Elementary and Secondary Education. The Board shall distribute the remainder of the assets of the Corporation, if any, to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall, at the time, qualify as an exempt organization or organizations by reason of the description provided in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to a governmental entity for such purposes. Any such Assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized exclusively for such purposes.

**ARTICLE 9 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE 10 INDEMNIFICATION**

The Corporation may, to the extent legally permissible under the laws of the State of Missouri and only to the extent that the status of the Corporation as an exempt organization is not affected thereby, indemnify any person which was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she 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 including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he 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 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 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 conduct was unlawful. The Corporation may, to the extent legally permissible under the laws of the State of Missouri and only to the extent that the status of the Corporation as an exempt organization is not affected thereby, indemnify any person which 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 he or she 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 including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him in connection with such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that 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 for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Any indemnification by the Corporation, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard set forth in this Article VII. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as herein authorized and as authorized by the laws of the State of Missouri.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise. As used in this provision, the terms "directors" and "officers" include their respective heirs,

executors and administrators.

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 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 10 or the laws of the State of Missouri.

Notwithstanding anything herein to the contrary, no indemnification shall be made to any director, officer, or individual who incurs personal liability for excise taxes under Sections 4941, 4943, 4944 or 4945 of the Internal Revenue Code.

**ARTICLE 11 AMENDMENTS TO BYLAWS**

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

**ARTICLE 12 MISCELLANEOUS PROVISIONS**

**12.01 Legal Authorities Governing Construction of Bylaws**

The bylaws shall be construed in accordance with the laws of the State of Missouri. All references in the bylaws statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

**12.02 Legal Construction**

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

**12.03 Headings**

The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

**12.04 Gender**

Whenever the context required, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

**CERTIFICATION**

The above and foregoing is a true and correct copy of the Amended & Restated Bylaws of Tolbert Educational Services, Inc. adopted by the Board of Directors as of February \_\_\_\_, 2021.

\_\_\_\_\_  
\_\_\_\_\_, Secretary