

BYLAWS
OF
LITTLE RANGERS LEARNING CENTER

ARTICLE I.

OFFICES

The principal office of the Corporation in the State of Montana shall be located in the Town of West Yellowstone, County of Gallatin. The Corporation may have such other offices, either within or without the State of Montana, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Montana Non-Profit Corporations Act to be maintained in the State of Montana may be, but need not be, identical with the principal office of the State of Montana; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications.

The number of Directors of the Corporation shall not be less than seven nor more than thirteen, the exact number to be set at each annual meeting for the ensuing year, subject to modifications at any meeting. In the absence of a resolution setting the number of Directors for the ensuing year, the number shall

be seven. Each Director shall hold office until the next annual meeting of the shareholders and until their successor shall have been elected and qualified. Directors need not be residents of the State of Montana.

Directors shall serve three (3) year terms. Directors may serve two (2) consecutive terms, then must be off the board for one (1) year prior to serving again. At the initial formation of the Corporation, three (3) Directors shall be elected to serve three (3) year terms, two (2) shall be elected to serve two (2) year terms, and two (2) shall be elected to serve a one (1) year term.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the corporation. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Montana, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President/Chair or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix and place, either within or without the State of Montana, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice

Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at their business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice be given by email, such notice shall be deemed to be delivered when submitted to the email address provided to the corporation by the Director. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the

transaction of any business because the meeting if not lawfully called or conveyed. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or Wavier of Notice of such meeting.

Section 6. Quorum

A majority of the number of Directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of the majority of the total number of the Directors shall be the act of the Board of Directors, except as otherwise permitted by these By-laws.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 9. Compensation

By resolution of the Board of Directors, the Directors may be paid for their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent

A Director of the Corporation who is present at meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Removal

A Director may be removed, for cause, upon a unanimous vote of all other Directors, Replacements under this Section, will be selected as set forth under Section 8. Vacancies.

ARTICLE III.

OFFICERS

Section 1. Number

The officers of the Corporation shall be a President/Chief Executive Officer/Chair, one or more Vice-Chairs, (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, and/or a Chief Financial Officer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office

The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon

thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal.

Any officer or agent 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. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President/Chief Executive Officer/Chair

The president/Chief Executive Officer/Chair shall be the principal executive officer of the Corporation; and subject to the control of the Board of Directors. They shall, in general, supervise and control all of the business and affairs of the Corporation. They shall, when present, preside at all meetings of the Board of Directors. They may sign, with the Secretary or \]=- any of the proper officers of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President/Vice-Chair

In the absence of the President/Chair, or in the event of their death, inability, or refusal to act, the Vice-President/Vice-Chair shall perform the duties of the President/Chair, and when so acting, shall have all powers of and be subject to all the restrictions upon the President/Chair. Any Vice-President/Vice-Chair shall perform such other duties as from time to time may be assigned to him by the President/Chair or by the Board of Directors.

Section 7. Secretary

The Secretary shall:

- (a) Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose.
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under its seal, is duly authorized;
- (d) Keep a register of the post office address and email address of each director which shall be furnished to the Secretary by such director; and
- (e) In general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to them by the President/Chair or by the Board of Directors.

Section 8. Treasurer/Chief Financial Officer

If required by the Board of Directors, the Treasurer/Chief Financial Officer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

They shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such bank,

trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws; and,
(b) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers.

The Assistant Secretaries, when authorized by the Board of Directors, may act as authorized by the President/Chair or a Vice-President/Vice-Chair. The Assistant Treasurers shall, respectively, if required by the Board of Directors, file bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President/Chair or the Board of Directors.

Section 10. Salaries.

The salaries of the officers shall be fixed from time to time by the Board of Directors and no office shall be prevented from receiving such salary by reason of the fact that they are also a Director of the Corporation.

ARTICLE IV.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

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

Section 2. Loans

The President/Chair, or any other officer, on behalf of the Corporation, may borrow money, enter into loan agreements, grant security interests, mortgages or trust indentures in the Corporation's assets, and execute such notes or other evidence of debt or loan agreements as shall be authorized by the Board of Directors; and such authority may be general or specific.

Section 3. Checks, Drafts etc.

All checks, drafts, or other orders for the payment or 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.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. All non-monetary assets of the Corporation shall be accounted for by the Secretary and Treasurer in a manner determined by the Board of Directors.

ARTICLE V.

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year and shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VI.

SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words, "Corporate Seal".

ARTICLE VII.

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Article of Incorporation or under the provisions of the Montana Non-Profit Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII.

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE IX.

CONFORMANCE

It is the intent of these Bylaws to conform with the guidelines and statutory requirements of the Montana Non-Profit Business Corporation Act. Any inconsistencies or ambiguities of these By-laws shall be construed in a manner consistent with Montana State Law.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, the initial President of LITTLE RANGERS LEARNING CENTER, DOES HEREBY CERTIFY that the above and foregoing Bylaws were duly adopted by the Directors of the said corporation on the 6th day of February 2024, and that the same now constitute the Bylaws of this Corporation.

Melissa Knoles

Melissa Knoles, Chair

ATTEST TO BYLAWS:

The undersigned initial Directors do hereby assent, adopt and make effective the above set forth Bylaws for the said corporation this 6th day of February 2024.

Alexandra Schimer

Alexandra Schmier, Treasure

Christine Couch

Christine Couch, Director

Diane Robinson

Diane Robinson, Secretary

Katherine Robinson

Katherine Robinson, Director

Stephanie Siegel, Emeritus

Rev. February 6, 2024