

**THIRD AMENDED AND RESTATED BYLAWS
OF
INDIAN COMMUNITY SCHOOL OF MILWAUKEE, INC.**

PREAMBLE: MISSION STATEMENT

Indian Community School of Milwaukee, Inc. (the “Corporation”), with Indian values at the heart of our mission, provides each child in its care with the best educational opportunities to develop spiritually, morally, emotionally, physically, socially, artistically and intellectually in order to achieve the child’s greatest personal and community potential.

ARTICLE I

Offices

Section 1. Principal Office. The Corporation shall maintain a principal office in the State of Wisconsin, which shall be located in Milwaukee County. The Corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board.

Section 2. Address of Registered Agent. The Corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the Corporation. The identity and address of the registered agent may be changed from time-to-time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Statutes.

ARTICLE II

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (the “Board”).

Section 2. Number of Directors. The Board shall consist of a maximum of seven (7) and a minimum of three Directors; provided that a majority of the Directors then serving shall be “Enrolled Members” and the remaining Directors shall be “Descendent Members.” At all times, the majority of the Directors then serving shall consist of Enrolled Members. No amendment of this Section shall reduce the number of voting directors to less than the number required by Chapter 181 of the Wisconsin Statutes (the “Act”) as it exists from time-to-time. Directors shall serve for the terms provided in Article II, Section 4(e).

Section 3. Directors. For the purposes of these Bylaws, the term “Director” shall mean a voting member of the Board.

(a) Definitions. The following definitions shall apply:

(i) Enrolled Member(s). An individual who is an enrolled member of a United States federally recognized tribe, which remains recognized by the United States federal government.

(ii) Descendent Member(s). An individual whose combined American Indian blood totals $\frac{1}{4}$ as a descendent of members of United States federally recognized tribes, which remain recognized by the United States federal government.

(b) Director Qualifications. As determined by a majority of Directors, each Director shall meet and maintain all of the following qualifications:

(i) Provide satisfactory documentation that a Director is an Enrolled Member or a Descendent Member.

(ii) Has and maintains a reputation that reflects well on the Board of an educational institution.

(iii) As determined by a majority of the other Directors and regardless as to whether criminally convicted, no Director shall have been: (A) arrested, charged, or implicated as a person who committed acts of inappropriate conduct concerning a child, including without limitation, non-support, neglect, abuse, interference with custodial rights, contributing to delinquency, enticement, sexual misconduct, truancy, or possession of child pornography; or (B) implicated in an unlawful event or inappropriate conduct that the Board determines could damage the reputation of or cause other damage to the Corporation; or (C) ever previously removed from the Board for Cause (as hereinafter defined); or (D) shown to be financially irresponsible or subject to valid tax or other judgment liens.

(iv) Except as provided in Article III, Section 11 hereof, no Director shall be financially compensated by the Corporation for any services rendered or expenses incurred unrelated to the Director’s duties as a member of the Board.

(v) Each Director shall possess personal competency and integrity, an interest in the operation of the Corporation, an awareness of and a commitment to the Mission and philosophy of the Corporation, and a willingness and ability to serve the Corporation.

(vi) A Director need not be a legal resident of the State of Wisconsin or Milwaukee County as long as such Director can meet and comply with the requirements of these Bylaws, including, but not limited to, Article III, Section 5. Except in extraordinary circumstances (e.g. military service, physical disability, long term illness, etc.) each member of the Board generally must be available to attend in person those meetings of the Board which are designated as “in person” meetings.

(vii) No more than one person per household may serve as a Director at the same time; therefore, during the service of a Director, all other members of the Director’s household are ineligible to serve on the Board. If a Director subsequently shares a household with another Director, one of such Directors shall voluntarily resign upon establishing a household with another Director. If one of such Directors does not timely voluntarily resign, the uninvolved Directors, in their sole discretion, by majority vote shall remove one of such Directors. A majority vote of the uninvolved Directors, in their sole discretion, shall determine the meaning of “household” in a given situation and whether any of its Directors share a household for all or any portion of time.

(viii) No Directors who are “Related Parties” (defined below) may serve as Directors at the same time. The term “Related Parties” is broadly defined to mean persons related through blood, adoption, marriage, formal/informal foster relationship, putative fatherhood, engagement, employment, have a child in common or any other intimate relationship. The standard for determining if persons are Related Parties shall be based on whether the subject relationship could reasonably cause an objective third party to doubt the complete objectivity of one or more of the involved Directors. A majority vote of the uninvolved members of the Board, in their sole discretion, shall determine whether any of its Directors are Related Parties. When it is determined that a Related Party relationship exists on the Board, the removal process used in Article II, Section 3(b)(vii) shall apply the same as if such Related Parties shared a household.

(ix) Prior to the commencement of initial service on the Board, each Director shall read and agree to the terms and directives of the Corporation’s “Conflict of Interest Policy” as adopted by the Board at such time. Similarly, each Director shall read, complete, and execute and provide the Secretary the current “Conflict of Interest Disclosure Statement.” Thereafter, no Director shall violate the terms of either the Corporation’s “Conflict of Interest Disclosure Statement” or its “Conflict of Interest Policy.”

(x) In the event the Board determines that a Director has become unqualified to serve during the Director’s term in office, all past actions taken by the Board that

included the participation of the disqualified Director will stand as a legitimate action of the Board except if a majority of the remaining non-conflicted Directors vote to reconsider any vote or other Board action because of a concern, that but for the participation of the disqualified Director, such action or vote would have resulted in a different outcome.

(c) Resignations by Request or Absence. A Director may resign at any time by filing a written resignation with the Secretary, or in that person's absence, another Board Officer. Except as provided in Article II, Section 3(b)(vi) Director absence is a basis for presumptive resignation. Three (3) unexcused consecutive absences from duly called meetings and/or retreats of the Board shall be treated as a resignation by a Director. For an absence to be excused it must be substantiated by documentation to the satisfaction of the majority of the Board that there exists a verifiable and compelling need to attend to a personal or professional matter that takes precedence over attending a meeting of the Board. An absence is automatically excused if the Board has previously determined that the member should miss a particular meeting in order to serve the Corporation's interests in another capacity. Six (6) absences from meetings and/or retreats of the Board during any part of a fiscal year, regardless as to the reason and whether or not consecutive, shall be treated as a resignation by a Director.

(d) Leaves of Absences. Leaves of absence are not permitted by these Bylaws.

(e) Director Removals. Directors may be removed during an "Executive Session" (defined below) of any duly called Meeting of the Board. Notice of any such meeting shall be given pursuant to the procedures set forth in Article III, Section 6(a) except that fourteen (14) rather than seven (7) days prior notice shall be given. The notice shall set forth whether or not the proposed removal is for "Cause," and if for "Cause," the basis for which the Director's removal for "Cause" is sought. The subject Director will be deemed to have voted against removal and, in the sole discretion of the Board, may be present for all or part of the discussion concerning the proposed removal. The subject Director shall not be present at the time of voting. Directors may only be removed in accordance with these Bylaws.

(i) Removal of Director for Cause. Any Director may be removed from office for Cause by a majority vote of all Directors then in office. For purposes of these Bylaws, the term "Cause" shall mean: (A) failure to meet the applicable qualifications of a Director set forth in Article II, Section 3(b); (B) failure to meet the attendance requirements set forth in Article II, Section 3(c); (C) violating either the Corporation's Conflict of Interest Policy, Conflict of Interest Statement or the Confidentiality Agreement, whether or not executed by the Director; (D) an act of commission or omission that a reasonable Director knows or should know to be a breach of a Director's fiduciary duty or duty of loyalty to the Corporation; (E) in the Board's sole discretion, the

inability to continue as a Director due to protracted illness, disability, or other similar circumstance of a serious and prolonged nature; and/or (F) failure to meet any other required qualifications or requirements set forth in these Bylaws.

(ii) Removal of a Director Without Cause. A Director may be removed for any reason or for no reason by an affirmative vote of two-thirds (2/3) of the other Directors then in office.

Section 4. Directors. Directors each occupy a seat that has been designated by the Board to have a term as set forth in Article II, Section 4(e).

(a) Retention Elections. Directors whose terms expire in a given year, including any Director serving the remainder of a predecessor Director's term, may run in an uncontested election ("Retention Election") at the Annual Meeting in the year that such Director's term expires. Directors are retained by a majority vote of the Directors present and voting, except that Directors who have served in their capacity less than the previous consecutive 365 days shall not be eligible to vote. Voting shall be by secret ballot; except that voice votes will be taken by those participating by phone, and an affirmative vote shall be entered as the vote of the Director subject to retention. If a Director is retained, such Director shall continuously serve as a Director until the Annual Meeting in the year in which the new term of such Director expires. A tie vote shall be treated as a failure of a Director to be retained. When a Director is not retained, such Director's term will terminate immediately; and, therefore, constitute a vacancy subject to be filled as set forth in Subsection (b) below. If more than one person in a class is up for election in a given year, each such person(s) may participate in the discussions held regarding the retention of other Director(s) candidate(s) and submit their ballot to the Director designated to tally the election results. No Retention Election candidate may be present for the tallying of ballots for any candidate subject to Retention Election at the Meeting held for that purpose.

(b) Vacancies. All Director seats authorized by these Bylaws shall be filled when a vacancy occurs except when at least three (3) qualified Directors are in office and the majority of the Directors in office are Enrolled Members and such Directors affirmatively vote to keep the vacant seat indefinitely vacant ("Dormant Seat"). A Dormant Seat(s) must be filled to ensure that there are never less than three (3) Directors in office at any time with a majority of such Directors to be Enrolled Members. The Directors may reactivate a Dormant Seat for any other reason by a majority vote of the Directors at any duly called Board meeting provided that a majority of the Directors after the reactivation of such Dormant Seat shall be Enrolled Members.

(c) Filling Director Vacancies. Potential candidates for Director vacancies shall be named and interviewed by a majority of all Directors present at a duly called Board meeting. Vacancies may occur by reason of resignation, inability to serve, removal, failure to be retained,

a Dormant Seat, or for any other reason. When the field of candidates has been narrowed to one for each Vacancy, the election shall be held at a duly called Open Board Meeting (as hereinafter defined), provided that at least fourteen (14) days prior written notice is given on the Corporation's public website that public comment is welcomed during the Public Comment period of the Board Meeting at which the election will be conducted. Director vacancies shall be filled by an affirmative majority vote of all Directors present and voting. The vote will be conducted in Executive Session. In the case of a tie vote, the election shall be rerun at the next duly called meeting of the Board. If such election again results in a tie vote, a new election shall be held within sixty (60) days and which shall not include a candidate previously considered for such vacancy. If subsequent elections continue to result in tie votes, the procedures of this Article II, Section 4(c) shall apply until a candidate is elected.

(d) Reduction or Increasing Number of "Director" Seats. Directors may amend these Bylaws to permanently reduce or increase the number of Director seats. A reduction or increase in the number of Director seats must occur at a duly called meeting provided that all of the following are met:

(i) At least fourteen (14) days advance notice was given on the Corporation's official website;

(ii) The motion, discussion and vote are conducted in open session;

(iii) All Directors then in office are present and unanimously vote in favor of such amendment;

(iv) Any such amendment will not (A) reduce the number of Directors to less than three, (B) cause the number of Enrolled Members who are Directors to be less than a majority of the Directors then in office; or (C) cause the total number of Directors to less than that required by the Act.

(e) Terms and Classification.

(i) "Terms" for Directors are for no more than three (3) years, but may be shorter to achieve balance between classes as provided herein. For the purpose of this Section, a year does not refer to any specific numbers of days or months; rather, a year means that period of time between when two successive Annual Meetings should have been held in accordance with these Bylaws. If an election or Retention Election for a Director position is conducted at a time other than at the Annual Meeting as called for by these Bylaws, the term for such a Director shall commence as of the date of the Director's election and shall expire on the date such Director's term would have expired

if the election had occurred on the date of the Annual Meeting set forth in Article III, Section 1 of these Bylaws, provided, however, if a Director's Retention Election is not held on the Annual Meeting Date in the year such Director's term expires, then the Retention Election shall be held at the first duly called and constituted meeting thereafter and, until then, an otherwise qualified Director occupying such seat may remain in office. Directors may serve an unlimited number of successive terms subject to the Retention Election process as set forth in Article II, Section 4(a).

(ii) Directors are classified with respect to the time for which each shall hold office by dividing them into three (3) classes consisting of an approximately equal number of Directors. A Director's initial term may be set for a term of less than three (3) years in order to achieve balance among the staggered terms of the other Directors. If the Directors vote to fill a Dormant Seat, the election shall be conducted pursuant to the provisions of Article II, Section 4(c) of these Bylaws. Such vacant seat shall be assigned by the vote of a majority of the Directors to one of the three (3) classes to achieve balance of classes as provided herein.

ARTICLE III

Annual, Regular and Special Meetings

Section 1. Annual Meeting. The annual meeting of the Board (the "Annual Meeting") shall be at an Open Board Meeting (defined below) held in the month of September in each year, at such time and place, as the Board of Directors may determine, for the purposes of electing the Officers and such Directors as may be up for election; and transact such other business as may come before the Board.

Section 2. Regular Meetings. The Board shall hold regular meetings throughout the calendar year duly noticed on the Corporation's website ("Regular Meeting") and/or the ICS Weekly Newsletter. The Board shall try to meet at least once per calendar month, but monthly meetings shall be a goal and not a requirement. At each Regular Meeting, the Board shall try to schedule some portion of the meeting open for public attendance and public comment ("Open Session"). Notwithstanding the foregoing, if there is more than one Regular Meeting in any month, the Board need only try to schedule an Open Session during one of such Regular Meetings. Public comment will be permitted according to the Board's policy that exits from time-to-time.

Section 3. Special Meetings. Special meetings of the Board (each, a "Special Meeting") may be held at any time and place, for any purpose or purposes, unless otherwise prescribed by the Act, on call of the Chair or the Secretary, and shall be called by either the Chair or the Secretary upon the written request of any two (2) Directors.

Section 4. Executive Session. At such time as the Board deems it appropriate to discuss confidential, legal, or sensitive issues at any of its meetings, the Board may close the meeting to the public or to any non-Director (“Executive Session”).

Section 5. Meetings By Telephone or Other Communication Technology. Directors shall attend the Annual Meeting in person. With approval of a majority of the Board, a Director may participate in Regular Meetings, Special Meetings and Committee meetings through other “Means of Communication” which include any method whereby all participants are able to view all written meeting materials at the same time during the meeting, including, without limitation, those materials provided at the meeting, and either (i) all participating Directors may simultaneously hear or read each other’s communications during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. When approved in advance by a majority of the Board, a member may attend meetings by telephone regardless of the availability of Means of Communication as set forth herein. A Director participating in a meeting in compliance with this Section will be deemed present in person at such meeting.

Section 6. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any Annual Meeting, Regular Meeting or Special Meeting shall be given by oral or written notice delivered personally, e-mailed or faxed to each Director at least forty-eight (48) hours prior to the meeting, or by written notice mailed to the Director at least seven (7) calendar days prior thereto, unless a different time shall be required by the Act. Each Director shall provide the Secretary his or her e-mail address, fax number and/or mailing address to be used for providing notice hereunder. Such e-mail address, fax number and/or mailing address shall be used by the Secretary until a Director notifies the Secretary in writing of any change thereto. If notice is mailed it shall be deemed to be delivered when deposited postage-paid in the United States mail. If notice is sent by fax, such notice shall be deemed given when confirmation of transmittal is obtained by the sender. If notice is sent by e-mail, it shall be deemed to be delivered when confirmation of delivery is received by the sender.

(b) Waiver of Notice. Whenever any notice is required to be given under the Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of notice. The purpose of and the business to be transacted at any Special Meeting of the Directors need not be specified in the notice or waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of

notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If a majority of the Directors determines that a Special Meeting is necessary to deal with an urgent issue and a majority of the Board is able to attend such Special Meeting, as long as reasonable efforts were made to provide timely notice to each Director the meeting will be deemed to be a duly called meeting even if a Director didn't receive actual notice or is unable to attend the meeting.

Section 7. Quorum. A majority of Directors then in office, including a majority of the Enrolled Members who are Directors, must be present to constitute a quorum to elect a Director, including a Director subject to Retention Election. Unless inconsistent with these Bylaws, in all other cases a majority of the number of Directors then in office, including a majority of the Enrolled Members who are Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than such majority is present at a meeting, a majority of the Directors present shall adjourn the meeting to another date consistent with these Bylaws. If any provision of these Bylaws requires a vote by more than a majority of Directors, a quorum shall be that number of Directors necessary to approve such proposed action, provided that such quorum includes a majority of the Enrolled Members who are Directors.

Section 8. Manner of Acting. The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the action of the Board, unless otherwise required by the Act, the Articles of Incorporation, or Bylaws of the Corporation.

Section 9. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 10. Presumption of Assent. A Director who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent or abstention shall be entered in the minutes of the meeting or unless such Director shall file a written dissent or abstention to such action with the person acting as the Secretary of the Corporation at the meeting before the adjournment thereof or shall forward such dissent or abstention in the same manner in which the Corporation provides notice as set forth in Article III, Section 6 of these Bylaws. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action. The votes of non-personally present Directors require a roll call vote of such Directors.

Section 11. Compensation. In accordance with the Corporation's Compensation Philosophy, as it exists from time-to-time, Directors of the Corporation may receive compensation for serving as Directors. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

Section 12. Committees. The Board by resolution may create committees having such powers as are then permitted by the Act and as are specified in the resolution.

Section 13. Conflict of Interest Policy and Conflict of Interest Disclosure Statement. During each year of Board service, each Director will annually read and abide by the "Conflict of Interest Policy" as adopted by the Board from time-to-time, and read, complete, and execute the then current "Conflict of Interest Disclosure Statement."

ARTICLE IV

Board of Officers, Corporate Officers/Direct Reports and Agents

Section 1. Number. The principal officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may elect such other officers and assistant officers and appoint such agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, or Chair and Vice Chair. The Chair, Vice Chair, Secretary, and Treasurer shall be members of the Board. There shall also be "Direct Reports" to the Board, who hold other offices of the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board at its Annual Meeting. 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 from the close of the Annual Meeting for a term of two (2) years, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer 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 may be removed by the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. The Chair. The Chair shall preside at all meetings of the Board. In general, the Chair shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time. In between duly called Board meetings, and in the absence of instructions from the Board, the Chair will act as liaison to the Direct Reports.

Section 6. The Vice Chair. In the absence of the Chair, or in the event of the Chair's death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall also perform such other duties as from time to time may be assigned by the Chair or by the Board.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board 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 of the Corporation; and (d) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 8. The Treasurer. If required by the Board and paid by the Corporation, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. Regardless as to whether the following are performed on a day-to-day basis by the Corporation staff, the Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions 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 by the Chair or by the Board.

Section 9. Direct Reports/Officers of the Corporation. The term "Direct Report" includes an officer of the Corporation designated as such by the Board and who directly reports to the Board. Subject to applicable contractual rights, a Direct Report serves at the discretion of the Board and shall have the power, authority, and responsibility to conduct and supervise the Corporation's business operations as assigned by the Board. A Direct Report shall have a job description setting forth the specific duties and responsibilities of the Direct Report's position. A Direct Report's performance shall be subject to periodic review by the Board, and shall be

compensated according to the Corporation Compensation Philosophy as it exists from time-to-time, including reimbursement for reasonable expenses incurred in connection with corporate matters. Upon prior Board approval, a Direct Report shall have authority to appoint such agents and employees of the Corporation as he or she deems necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall serve at the discretion of and under the supervision of the Direct Report. A Direct Report shall not be a member of the Board, and shall not be entitled to vote at any meeting of the Board.

ARTICLE V

Indemnification of Board Officers, Directors, Corporate Officers/Direct Reports and Others

Section 1. Mandatory Indemnification. The Corporation shall to the maximum extent permitted under the Act, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Board officer, Corporate Officer/Direct Report, employee or agent of or volunteer to the Corporation; or is or was serving at the request of the Corporation as a Director, Board officer, Corporate Officer/Direct Report, employee, volunteer or agent of any committee or of any other corporation or enterprise with which the Corporation has a formal affiliation. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such a person. Nothing in this provision is intended to reduce coverage under any of the Corporation's policies of indemnity, liability or other insurance.

Section 2. Supplementary Benefits. The Corporation may supplement the right of indemnification under Article V, Section 1, hereof by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE VI

Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE VII

Seal

The Corporation has no corporate seal.

ARTICLE VIII

Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The Chair and Secretary shall have authority to sign, execute and acknowledge on behalf of the Corporation, all checks, deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board; provided, however, each such document must be signed by at least two officers, unless otherwise provided by the Board. Except as otherwise provided by law or directed by the Board, the Chair may authorize any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 2. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. 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 or other depositories as the Board may select.

ARTICLE IX

Relationship with the ICS Support Organization, Inc.

Section 1. Cooperation. The Board shall cause the Corporation to comply timely and completely with commitments it makes from time-to-time to the ICS Support Organization, Inc. (the "SO").

Section 2. SO Spending Policy. The Board shall cause the Corporation to provide the SO with information it requests from time-to-time to carry out the SO's "Purpose" as set forth in Article II, Section 1 of the SO's original Articles of Incorporation.

Section 3. SO Appointments.

(a) The Board shall timely appoint one *Ex Officio* director to the SO's board of directors (the "Ex Officio Director") and one voting director to the SO's board of directors

(the “School Director”). The Board shall timely fill any vacancy in both the Ex Officio Director and School Director positions.

(b) With the exception of de minimis expenses paid by the SO, any compensation or expense payment/reimbursement for providing services as the Ex Officio Director under this Section shall be determined by and paid by the Corporation.

(c) Compensation and/or expense payment/reimbursement required to be paid for the School Director’s services shall be paid by the SO.

Section 4. Relationship between the Corporation and the SO.

(a) The Ex Officio Director shall be either a Director and/or agent of the Corporation and shall owe the duty of loyalty to the Corporation. The Ex Officio Director does not act as a member of the SO’s Board of Directors within the meaning of the Act. The Ex Officio Director does not possess the same fiduciary obligations to the SO as those possessed by the SO’s voting directors; provided, however, that such Ex Officio Director must agree to abide by any confidentiality agreement developed from time-to-time by the SO that applies to the SO’s voting Directors insofar as it does not conflict with the Ex Officio Director’s fiduciary duty and/or duty of loyalty to the Corporation.

(b) “Confidential/Privileged Communications” are those communications the SO intends to be known only by those with a duty of loyalty to the SO. It is the SO’s duty to exclude the Ex Officio Director from Confidential/Privileged Communications it believes places such Director in conflict with the SO. If the Ex Officio Director knowingly or inadvertently becomes aware of Confidential/Privileged Communications that are unlikely to have any material adverse effect on the Corporation then the Ex Officio Director is not in conflict with the Corporation by treating such as Confidential/Privileged Communications in the same manner required of the SO’s voting directors. Nothing set forth in these Bylaws is intended to waive any privilege or confidentiality owed to either the Corporation or SO as regards third-party disputes, claims, actions or otherwise.

(c) An individual appointed by this Corporation to serve as the School Director of the SO shall maintain a duty of loyalty to the SO; provided, however, that the School Director shall provide the Corporation with at least thirty (30) days’ notice prior to a vote on any proposed amendment to the SO’s bylaws or articles of incorporation and further, the School Director shall vote consistent with the direction given to the School Director by the Corporation’s Board on any proposed amendment to the SO’s bylaws or articles of incorporation.

ARTICLE X

Amendments

Section 1. By the Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds of then-serving Directors, including a majority of the Enrolled Members who are Directors, at any duly noticed Annual Meeting, Regular Meeting, or Special Meeting.

Section 2. Implied Amendments. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended, but only so far, as is necessary to permit the specific action so taken or authorized.

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June 2015