

BYLAWS
OF
ANDERSON PARENT COUNCIL, INC.

(A Montana Nonprofit Public Benefit Corporation)

Adopted June 2, 2009

1. CORPORATION NAME, PURPOSES, POWERS, AND OFFICES

1.1 Name and Location This Corporation shall be known as Anderson Parent Council, Inc. Offices of the Corporation shall be located in the city of Bozeman, Montana, and in such other localities as may be determined by the Board of Directors.

1.2 Authority This Corporation is incorporated under, and shall be operated according to, the Montana Nonprofit Corporation Act (the "Act").

1.3 Purposes As stated in the Corporation's Articles of Incorporation, the Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall receive and disburse funds, property, and gifts of any kind for the benefit of Anderson School District 41, located in Bozeman, Montana, or any organization that may be established to succeed Anderson School District 41 in the operation of any of its facilities, programs, and activities.

1.4 Powers The Corporation shall have those specific powers enumerated in its Articles of Incorporation and shall exercise all rights and powers conferred on nonprofit public benefit organizations under Section 35-2-118 of the Act; provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

1.5 Registered Office The registered office of this Corporation, required by the Act to be maintained in the state of Montana, may be, but need not be, identical with the principal office in the state of Montana, and the address of the registered office and registered agent may be changed from time to time by resolution of the Board of Directors.

2. REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS

2.1 Restricted Activities No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in, any political campaign on behalf of or in opposition to any candidate for public office.

2.2 Prohibited Activities Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall (i) take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; (ii) take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; or (iii) incur any debt outside of normal operating expenses, including, but not limited to, bank loans, promissory notes, extensions of credit, or other similar indebtedness.

2.3 Prohibited Distributions No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons or individuals, 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 in Section 1.3 of these Bylaws.

3. MEMBERS

The Corporation shall have no members.

4. POWERS, AUTHORITY, AND RESPONSIBILITIES

4.1 Governing Body The Board of Directors shall have supervision, control, and direction of the affairs of the Corporation, shall actively promote and pursue the Corporation's objectives, and shall supervise the disbursement of the Corporation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

4.2 Composition and Manner of Selection The Board of Directors shall consist of no less than three (3) nor more than nine (9) voting members, which number shall be fixed each year at the Corporation's annual meeting. At all times, the Superintendent of Anderson School District 41 shall be an ex officio voting member of the Board. Terms of office shall begin on the date of the Corporation's organizational meeting, or on the date of appointment if the Board member is appointed at a subsequent annual meeting of the Corporation.

4.3 Tenure of Office At the organizational meeting, the initial Directors appointed by the Incorporator shall be divided into two classes. One class shall serve a term of one (1) year and the other shall serve a term of two (2) years. Thereafter, at each annual meeting of the Board of Directors and consistent with the provisions of Section 4.2 of these Bylaws, the Board shall (i) appoint for a term of two (2) years a

number of Directors equal to those whose terms have expired; (ii) appoint for a term of two (2) years a number of Directors equal to those whose terms have expired *and* appoint additional Directors in two classes, with one class serving a term of one (1) year and the other serving a term of two (2) years; or (iii) opt to eliminate the Board positions of any outgoing Directors for whom qualified replacements could not be found. If a person serves as a Director for two (2) consecutive terms, he or she shall not be eligible to serve again as a Director of the Corporation until one (1) year after the end of the second term.

4.4 Proxy Voting Proxies and proxy voting shall not be allowed on behalf of any Board member.

4.5 Vacancies Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors at any meeting thereof.

4.6 Removal A Director may be removed, with cause, if a majority of the Directors present at a duly constituted meeting votes for the removal. Additionally, a Director may be removed by majority vote of the Board for three (3) consecutive unexcused absences from meetings of the Board of Directors.

4.7 Resignation A Director may resign at any time by delivering written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.

4.8 Regular Meetings The Board of Directors shall hold monthly meetings on a designated day to be established by the Board each year at its annual meeting. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled.

4.9 Special Meetings Special meetings may be held by the Board of Directors at the discretion of the President or upon the written request of any two (2) Directors.

4.10 Annual Meeting The Corporations' annual meeting shall be held in October of each year.

4.11 Notice of Board of Directors Meetings Written notice of every annual, regular, and special meeting of the Board of Directors stating the date, time, and place, but not necessarily the purpose, of the meeting shall be e-mailed to each Director not less than two (2) days prior to the date of the meeting. Regardless of whether the meeting is a regular meeting or a special meeting, if a purpose of the meeting is to consider (1) an amendment to the Corporation's Articles of Incorporation, (2) a plan of merger, (3) the sale, lease, exchange, or disposition of all, or substantially all, of the Corporation's property, or (4) the dissolution of the Corporation, then a notice must be e-mailed to each Director at least seven (7) days before the meeting stating the

purpose, and the notice must be accompanied by a copy or, if applicable, a summary of the proposed amendment to the Articles of Incorporation, the proposed plan of merger, the transaction for the disposition of the Corporation's property, or the proposed plan of dissolution. Notice of any meeting shall be deemed to be effective one (1) day after it is sent by e-mail.

4.12 Quorum A majority of the members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. No action shall be taken unless a quorum is present.

4.13 Manner of Acting Unless otherwise provided by the Act, the Articles of Incorporation, or these Bylaws, 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. Each Director shall have one (1) vote.

4.14 Actions Without Meeting Any action required or permitted to be taken at a meeting 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 Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

4.15 Presumption of Assent A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) the Director's dissent is entered in the minutes of the meeting, (ii) a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof, or (iii) a written dissent to such action is forwarded by United States Registered Mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

4.16 Compensation of Directors No Director shall receive any compensation from the Corporation for services rendered as a Director. Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax exempt purposes of the Corporation.

5. COMMITTEES OF THE BOARD

5.1 Committees The Board of Directors may, by a majority vote, create committees. Committees may include non-board members, however, every committee shall include at least one (1) Director. The members of any such committee shall serve at the appointment of the Board of Directors. Committees shall make recommendations to the Board of Directors and are not authorized to take action without approval of the Board.

5.2 Restrictions of Committees Each committee may exercise the specific authority that the Board confers upon the committee *provided, however*, a committee may not (i) approve the dissolution, the merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (ii) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (iii) adopt, amend, or repeal the Articles of Incorporation or Bylaws of the Corporation.

5.3 Committee Meetings Committees are subject to all procedural rules governing the operation of the Board itself.

6. OFFICERS

6.1 Number and Qualifications of Officers The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board may appoint other officers and assistant officers if the Board deems it necessary or desirable to do so. If the Board specifically authorizes an officer to appoint one (1) or more officers or assistant officers, the officer may do so. Any two (2) offices, except the offices of President and Treasurer may be held by the same individual at the same time. All officers shall be members of the Board of Directors.

6.2 Appointment and Term of Office After the initial terms of office determined at the Corporation's organizational meeting, the Board shall appoint all officers of the Corporation for two-year terms. Each officer shall hold office until a successor is duly appointed and qualified or until he or she resigns, dies, or is removed from office by majority vote of the Board. The designation of a specified term does not grant to the officer any contract rights, and the Board can, with cause and by majority vote, remove an officer at any time prior to the termination of his or her designated term. An officer who is removed from office may continue to serve as a Director of the Corporation at the Board's sole discretion.

6.3 Duties of the Officers The duties and powers of the officers of the Corporation shall be as follows or as hereafter set by resolution of the Board of Directors:

President The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and may sign any contract or other instrument unless the Board of Directors has expressly granted the authority for such signing and execution to another officer or agent of the Corporation. The President 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.

Secretary The Secretary shall in good faith (i) create and maintain a set of books for the minutes of the proceedings of the Board; (ii) provide that all notices are served in accordance with these Bylaws or as required by law; (iii) be a custodian of the

corporate records; (iv) when requested or required, authenticate any records of the Corporation; and (v) in general perform all duties incident to the office of Secretary and any other duties that the President or the Board may assign to the Secretary.

Treasurer The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Corporation; (ii) give receipts for donations made to the Corporation; (iii) deposit all moneys received on behalf of the Corporation within ten (10) business days, unless otherwise extended by the Board, with banks or other depositories that the Board has selected; (iv) use Corporation funds to pay for all liabilities of the Corporation in a timely fashion; (v) keep a correct and complete record of Corporation accounts; and (vi) in general perform all of the duties incident to the office of Treasurer and any other duties that the President or Board may assign to the Treasurer.

6.4 Vacancies Vacancies shall be filled promptly by the Board of Directors either at a regular meeting or at a special meeting called for that purpose.

6.5 Compensation of Officers Officers may not receive salaries or other compensation for performing their duties.

7. CONTRACTS, CHECKS, AND DEPOSITS; SPECIAL CORPORATE ACTS

7.1 Contracts The Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorizations may be general or confined to specific instruments.

7.2 Checks, Drafts, etc. All bank accounts and deposit accounts shall be held in the name of the Corporation and shall be designated by the Board of Directors. The officers of the Corporation shall be authorized to sign checks, drafts, and other orders for payment.

7.3 Investments The Corporation shall, within a reasonable amount of time, convert to cash any securities or property acquired by it in whatever manner. All funds shall be held in cash or cash equivalent accounts, as designated by the Board of Directors. The Board may delegate to the Treasurer the day-to-day management of the Corporation's assets as the Board may authorize.

7.4 Limitation on Compensated Services The Corporation shall be a volunteer organization. As such, no individual shall be compensated for services provided to the Corporation. As provided in Section 4.16 of these Bylaws, however, Directors may be reimbursed for reasonable expenses.

8. INDEMNIFICATION AND ADVANCE FOR EXPENSES

8.1 Mandatory Indemnification The Corporation shall indemnify a Director,

or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

8.2 Permissible Indemnification The Corporation shall indemnify a Director, or former Director, made a party to a proceeding because he or she is or was a Director of the Corporation against liability incurred in the proceeding if a determination to indemnify him or her has been made in the manner prescribed by the Act and payment has been authorized in the manner prescribed by the Act.

8.3 Advance for Expenses 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 (i) a written affirmation from the Director of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article; and (ii) an undertaking by or on behalf of the Director to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation authorized in this Article.

8.4 Indemnification of Agents The Corporation may indemnify and advance expenses to an agent of the Corporation who is not a Director to the same extent as a Director or to any extent, consistent with the Act and public policy, that may be provided by the general or specific action of the Board or by contract.

8.5 Insurance The Corporation may purchase and maintain insurance (i) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article; and (ii) on behalf of any person who is or was a Director or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee or agent of another corporation, partnership, joint venture, trust, or other enterprise to insure against any liability asserted against the person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

9. CONFLICT OF INTEREST

9.1 Conflict of Interest A Director shall disclose to the Board of Directors any material interest that the Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director shall abstain from voting on the transaction provided, however, that the Director's presence may be counted in determining whether a quorum is present for purposes of Section 4.12 of these Bylaws.

9.2 Approval of Conflict of Interest Transactions A transaction in which a Director has a conflict of interest may be approved in advance by the vote of the Board

of Directors or a committee of the Board if (i) the material facts of the transaction are disclosed or known to the Board or committee of the Board; and (ii) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation.

10. MISCELLANEOUS

10.1 Books and Records The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time and location.

10.2 Fiscal Year The Corporation's fiscal year shall begin on January 1 and end of December 31 each year, unless otherwise established by the Board.

10.3 Amending Bylaws The Bylaws of the Corporation may be altered, amended, added to, or repealed by majority vote of the entire Board as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law. No such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code.

10.4 Financial Review The financial records of the Corporation shall be reviewed, by a qualified, independent accountant selected by the Board of Directors, at the conclusion of each term of the Corporation's Treasurer. The review shall be completed within 60 days of the conclusion of the Treasurer's term, or as otherwise agreed upon by the Board of Directors. The accountant shall submit to the Board of Directors a written report detailing the review. If a newly-appointed Treasurer will be taking office, the Board of Directors shall review the accountant's report before transferring the financial records of the Corporation to the newly-appointed Treasurer.

11. DISSOLUTION


Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the Corporation's purposes or to another organization or organizations as designated by that court.

CERTIFICATE OF ACKNOWLEDGEMENT OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the foregoing Bylaws of Anderson Parent Council, Inc., were duly adopted by majority vote of the entire Board of Directors during

a Special Meeting on June 2, 2009, for which appropriate written notice of more than two (2) days was given, and now constitute the Bylaws of the Corporation.

Dated as of the 2nd day of June, 2009



Erica Mineau
Secretary

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**WRITTEN CONSENT TO ACTION
WITHOUT A MEETING
BY BOARD OF DIRECTORS OF
ANDERSON PARENT COUNCIL, INC.**

We, the undersigned, constituting all of the members of the Board of Directors (the "Board") of Anderson Parent Council, Inc., a Montana Nonprofit Public Benefit Corporation (the "Corporation"), take the following actions by this unanimous written consent:

1. Ratification of Agent for Service of Process

The following resolution respecting agent for service of process is adopted:

RESOLVED, the following agent for service of process pursuant to the Corporation's duly filed Articles of Incorporation is hereby ratified:

Elizabeth Layton
10040 Cottonwood Road
Bozeman, Montana 59718

2. Adoption of Bylaws

The following resolutions respecting Bylaws are adopted:

RESOLVED, that the Bylaws attached hereto and presented to the Board of Directors are adopted as the Bylaws of the Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of the Bylaws and to insert the certified Bylaws in the book of minutes of the Corporation, and to see that a copy of the Bylaws similarly certified, is kept at the principal office for the transaction of business of the Corporation.

3. Establishment of Number of Directors

The names and initial terms of office for the initial Directors were designated by action of the Incorporator as follows:

_____	Three years
_____	Three years
_____	Two years
_____	Two years
_____	One year

The following resolution respecting the ratification of the initial directors appointed by the Incorporator is adopted:

RESOLVED, that the Incorporator's action of setting the initial five directors pursuant to Section 4.2(b) of the Bylaws is hereby ratified.

4. Election of Officers

The following resolution respecting the election of officers of the Corporation is adopted:

RESOLVED, that the following are unanimously elected to the offices indicated beside their names:

President: _____
Vice-President: _____
Secretary/Treasurer: _____

5. Accounting Year

The following resolution respecting the accounting year is adopted:

RESOLVED, that the accounting year of the Corporation shall end on December 31st of each year.

6. Principal Office Location

The following resolution respecting corporate offices is adopted:

RESOLVED, that the initial principal executive office for the transaction of the business of the Corporation shall be 10040 Cottonwood Road, Bozeman, Montana 59718 unless or until changed by resolution of the Board.

7. Establishment of Financial Account

The following resolution respecting corporate bank accounts is adopted:

RESOLVED, that the President and Treasurer of the Corporation acting alone or jointly on behalf of the Corporation are authorized to open such bank or financial accounts as may be necessary or appropriate for the conduct of the Corporation's business, or that the Secretary of the Corporation is authorized to certify to any bank or financial institution the adoption of a resolution in the form used by that entity.

RESOLVED FURTHER, that the initial accounts for the Corporation shall be opened at: _____, located in _____.

8. Incorporation Expenses

The following resolution regarding incorporation expenses is adopted:

RESOLVED, that each of the officers of the Corporation is authorized and directed to pay, on behalf of the Corporation, the expenses of incorporation and organization of the Corporation.

9. Exemption from Federal and State Taxes

The following resolution respecting exemption from federal and state taxes is adopted:

RESOLVED, that the President and Treasurer shall consult with legal counsel to ascertain the availability of exemption from taxation under federal and state tax laws and, if such exemptions are available, the President and/or Secretary/Treasurer are authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities and to pay all necessary filing fees.

10. Statement by Domestic Nonprofit Corporation

The following resolution respecting statement by a domestic nonprofit corporation is adopted:

RESOLVED, that the President and/or the Secretary/Treasurer are authorized and directed to execute and file with the office of the Montana Secretary of State, at the times required by law, the annual statement required by the Montana Nonprofit Corporation Act to be filed by a domestic nonprofit corporation.

11. Employer Identification Number

The following resolution respecting employer identification number is adopted:

RESOLVED, that the President of the Corporation is authorized and directed to make such filings or applications to secure for the Corporation a federal employer identification number.

This Written Consent to Action may be executed in counterparts and shall be effective for all purposes as of _____. Upon completion, all counterparts of this Consent to Action shall be placed by the Secretary in the minute books of the Corporation.

Being all of the Directors of the Corporation.