BYLAWS
OF
SOUTHLAND COLLEGE PREP CHARTER SCHOOL, INC.

The Board of Directors of Southland College Prep Charter School, Inc. (the “Corporation”) has adopted the following Bylaws of the Corporation to be effective June 1, 2010 until otherwise amended, altered, revised or repealed.

ARTICLE I. NAME

The Corporation shall be known as SOUTHLAND COLLEGE PREP CHARTER SCHOOL, INC., an Illinois not-for-profit Corporation.

ARTICLE II. PURPOSES

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

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

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

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
c. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion or creed.

ARTICLE III. REGISTERED AGENT

The Corporation shall have and continuously maintain in the State of Illinois within the boundaries of Cook County, a registered agent.

ARTICLE IV. MEMBERSHIP

The Corporation shall have no Members.

ARTICLE V. BOARD OF DIRECTORS

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

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be no less than three and no more than thirteen. Each director shall serve a three-year term, which shall begin on the date of his/her election or appointment. Each director shall hold office until the end of his/her respective term, resignation, removal, or until his/her successor shall have been elected and qualified.

a. Three directors shall be the sitting President, Vice President and Secretary of the Board of Education of Matteson School District No. 162, or his/her designee;

b. One director shall be the individual currently serving as District 162’s Superintendent or his/her designee;

c. One director shall be the President of Governors State University or his/her designee;

d. One director shall be the Dean of the College of Education of Chicago’s DePaul University or his/her designee;

e. One director shall be the Superintendent of School District 159 or his/her designee, which designee shall be a District 159 administrator who reports directly to the Superintendent;

f. One director shall be the Superintendent of School District 160 or his/her designee, which designee shall be a District 160 administrator who reports directly to the Superintendent;

g. One director shall be the Superintendent of School District 163 or his/her designee, which designee shall be a District 163 administrator who reports directly to the Superintendent;

h. Remaining director positions may be filled based upon the determination of the Corporation’s Board of Director’s that the individual(s) who are selected as directors will make a positive contribution in furtherance of the Corporation’s mission, by virtue of an array of considerations, including such individuals’ experiences, knowledge, expertise or ties to the communities to be served by the Southland College Prep Charter High School.

The Board of Directors may also elect ex-officio directors from time to time, such directors being allowed
to attend and participate in all open sessions of board meetings but not being allowed to vote.

SECTION 3. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held quarterly on dates to be determined by the Board, with no less than four (4) regular meetings each year. The meeting agenda will be posted at least 48 hours in advance, in accordance with the requirements of the Illinois Open Meetings Act. The Annual Meeting of the Board of Directors shall be held during the fourth quarter of the Corporation's Fiscal Year and shall be the fourth meeting of the Board of Directors during each fiscal year.

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

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

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

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

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

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected no more than 90 days after the vacancy occurs, and the term of such director shall be for the unexpired term of his/her predecessor in office.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause by the affirmative vote of two-thirds of the total directors.

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

SECTION 12. DIRECTOR CONFLICTS OF INTEREST. A Conflict of Interest is described as: "an actual or perceived interest by a member in an action which results or has the appearance of resulting in personal, organizational, or professional gain." This "actual or appearance of a bias" in the decision making process is based upon the dual role of a member, who in addition to serving on the Board of Directors may be affiliated with other organizations, either as an employee(ere), a member, or in some other capacity. A conflict of interest shall include, but not be limited to, a violation of 805 ILCS 105/108.60 as it applies to members of the Board of Directors. Provided, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Members entitled to vote on such contract or transaction, if any, and they authorize, approve or ratify it by vote; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee or the Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

The Board of Directors shall adopt such Conflict of Interest Policy and other policies as it deems proper and necessary for the operation of the Corporation.

SECTION 13. EXECUTIVE AND OTHER COMMITTEES. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, shall designate from among its members an Executive Committee consisting of the Officers set forth in Article VI below, and up to two at-large Directors. The Executive Committee will handle the affairs of the Corporation as necessary between meetings of the Board of Directors.

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

(a) fill vacancies on the Board or any committee thereof, or

(b) adopt, amend or repeal the Bylaws.

Each committee must have two (2) or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate
one (1) or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

SECTION 14. POWER TO ELECT OFFICERS. The Board of Directors, at their annual meeting, shall elect a President, Vice-President, Secretary and Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board of Directors may deem necessary for the transaction of the business of the Corporation. The Board of Directors shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

SECTION 15. DELEGATION OF POWERS. For any reason deemed sufficient by the Board of Directors, the Board of Directors may delegate any power or duty of any officer or Director to any other officer or Director.

SECTION 16. ANNUAL REPORTS. The President, Vice-President and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year, at the annual meeting of the Board of Directors.

ARTICLE VI. MANAGEMENT OF CORPORATION'S ASSETS

The assets of the Corporation shall be held, managed and invested by the Executive Committee of the Board of Directors, however, at no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section 501(c)(3) of the Code. All investments of funds of the Corporation shall be first approved by the Board of Directors.

ARTICLE VII. OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer, each of whom shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, and shall serve until their successors are chosen and qualify. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Any two (2) or more offices may be held by the same person. The failure to elect a President, Vice-President, Secretary or Treasurer shall not affect the existence of the Corporation.

SECTION 2. PRESIDENT. The President of the Corporation shall:

(1) preside at all meetings of the Board of Directors;

(2) be a member ex-officio of all committees;

(3) perform all other duties usually pertaining to the office of President.

SECTION 3. VICE-PRESIDENT. The Vice-President of the Corporation shall:

(1) in the absence or on the death, inability or refusal to act of the President, preside at all meetings of the Board of Directors;

(2) be a member ex-officio of all committees;

(3) be given those powers and duties determined by the Board of Directors;
SECTION 4. SECRETARY. The Secretary of the Corporation shall:

(1) record the minutes of all meetings;

(2) write up the minutes the day following the meeting;

(3) confer with the President for possible omissions;

(4) send a duplicate copy of the minutes to all members of the Board of Directors;

(5) have custody of the seal of the Corporation;

(6) give notices of all meetings required by statutes, Bylaws or resolutions;

(7) take the attendance record at meetings;

(8) maintain committee reports;

(9) carry on all necessary correspondence of the Corporation;

(10) perform such other duties as may be delegated to him or her by the Board of Directors.

SECTION 5. TREASURER. The Treasurer of the Corporation shall:

(1) oversee the custody of all funds and securities of the Corporation and collect interest thereon;

(2) oversee the keeping of a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors;

(3) make a report at the annual meeting and special reports when requested;

(4) oversee the deposit of all moneys of the Corporation in the name of SOUTHLAND COLLEGE PREP CHARTER SCHOOL, INC. in a financial institution selected and designated by the Board of Directors subject to withdrawal for authorized purposes, upon the joint signatures of two (2) of the officers of the Corporation, one (1) of whom shall be the Treasurer and the other of whom shall be the President;

(5) give bond in such amount as the Board of Directors may require, the Corporation to pay the premium for such bond;

(6) see that all government agency reports and returns are prepared and filed.

SECTION 6. ASSETS AND AUDITORS.

A. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of two (2) of
the officers of the Corporation.

B. The Treasurer's accounts and records shall be audited from time to time by a firm of certified public accountants at the expense of the Corporation.

SECTION 7.  GENERAL COUNSEL. Subject to the control of the President of the Board of Directors, the General Counsel shall supervise and control the legal matters of the Corporation. The General Counsel shall be an attorney or attorneys in good standing and shall be responsible for providing and coordinating expert legal advice in connection with the laws and regulations governing the business of the Corporation. The General Counsel shall be responsible for all legal matters pertaining to the operation of the Corporation.

SECTION 8.  RESIGNATION. The resignation of an officer shall be effective as of the date of delivery of a written notice to the Board of Directors or at a later date, if specified in the written notice.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1.  CONTRACTS. The Board of Directors may authorize any agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific circumstances.

SECTION 2.  CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Corporation.

SECTION 3.  DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

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

ARTICLE IX. INDEMNIFICATION

SECTION 1.  INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Corporation may indemnify all officers and directors of the Corporation to the fullest extent permitted by the Illinois General Not For Profit Act. In each specific instance, the Corporation shall indemnify an officer or director if authorized by a resolution of the Board of Directors to do so.

SECTION 2.  INSURANCE. The Corporation is entitled to purchase insurance for purposes of the indemnifications provided in the Article to the full extent as determined from time to time by the Board of Directors.
ARTICLE X. BOOKS AND RECORDS

SECTION 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 of Directors and committees.

The books, records and minutes of the Corporation may be in writing or in any other form capable of being converted into written form within a reasonable time.

ARTICLE XI. FISCAL YEAR

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

ARTICLE XII. RULES OF ORDER

"Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XIII. SEAL

The Board of Directors shall provide a corporate seal that shall be circular in form and shall be affixed in conjunction with the execution of documents by the Corporation, as required by law.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered, amended or repealed by a majority vote of the Board of Directors.

ARTICLE XV. DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law 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, that are organized and operated exclusively for exempt purposes. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

THE UNDERSIGNED HEREBY adopts and approves the foregoing Bylaws of SOUTHLAND COLLEGE PREP CHARTER SCHOOL, INC.

Adopted: June 1, 2010

SOUTHLAND COLLEGE PREP CHARTER SCHOOL, INC.

(CORPORATE SEAL)

Ronald Bean, President