

Bylaws
WLS Building Company

Section 1
Members

- 1.1 **Members.** The Members of the Board of the Directors shall be the Members of the Corporation.
- 1.2 **Voting Rights.** The Members shall have one hundred percent (100%) of the Members voting power.
- 1.3 **Action in Writing.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by the Members.

Section 2
Directors

- 2.1 **General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors (the "Board"). The Board may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject to the provisions of the applicable law, the Articles of Incorporation, or these bylaws.
- 2.2 **Number, Tenure and Qualification.** The Members shall appoint three Directors, two of whom shall also be Members of the Board of Directors of The World Learner School of Chaska, Inc. (WLS) and one of whom shall be member at large of the WLS corporation.
- 2.3 **Term of Office.** The Directors will be appointed annually for two year terms.
- 2.4 **Meetings.** Meetings of the Board may be held at such times and places as shall from time to time be determined by the Board.
- 2.5 **Notice of Meetings.** If the date, time and place of a meeting of the Board have been announced at a previous meeting, no notice is required. In all other cases, five (5) business days' written notice of meetings of the Board, stating the date and time thereof and any other information required by law or desired by the person or persons calling such meeting, shall be given to each Director. If notice of meeting is required, and such notice does not state the place of the meeting, such meeting shall be held at the World Learner School.

Any Director may waive notice of any meeting. A waiver of notice by a Director is effective whether given before, at, or after the meeting and whether given orally, in writing, or by attendance. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless such Director objects at the beginning of the meeting to the transaction of business on grounds that the meeting is not lawfully called or convened and does not participate thereafter in the meeting.
- 2.6 **Quorum and Voting.** A majority of the Directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. The Board shall take action by the affirmative vote of a majority of the

Directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these bylaws.

- 2.7 **Vacancies and Newly Created Directorships.** The Members may fill vacancies occurring in the Board by appointment provided that appointment shall be a person from the same qualification. A Director appointed to fill a vacancy shall serve until such date as the vacating Director's term would have ended.
- 2.8 **Removal of Directors.** The Members may remove any Director from office with or without cause; the Members shall then appoint a new Director to replace the Director being removed.
- 2.9 **Committees.** The Board, by a resolution approved by the affirmative vote of a majority of the Directors then holding office, may establish one or more committees of one or more naturel persons having the authority of the Board in the management of the business of the Corporation to the extent provided in such resolution. Such committees, however, shall at all times be subject to the direction and control of the Board. Committee Members need not be Directors and shall be appointed by the affirmative vote of a majority of the Directors present. A majority of the Members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure, the provisions of these bylaws shall apply to committees and the Members thereof to the same extent they apply to the Board and Directors, including without limitation, the provisions with respect to meetings and notice thereof, absent Members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board.
- 2.10 **Action in Writing.** Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed by a majority of the Directors then in office. If permitted under the Articles of Incorporation and the actin does not require Members approval, such action shall be effective if signed by the number of Directors that would be required to take the same action at a meeting at which all Directors were present. If any written action is taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action.
- 2.11 **Meeting by Means of Electronic Communication.** A member, director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting, may simultaneously hear and see each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear and see each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 3 OFFICERS

- 3.1 **Number and Qualifications.** The Officers of the Corporation shall consist of one or more natural persons elected by the Board exercising the functions of the offices, however designated, of President, Treasurer and Secretary. The Board may also appoint such other

Officers as it may deem necessary or advisable. Except as provided in these bylaws, the Board shall fix the powers, duties, and compensation of all Officers. Officers may be, but need not be, Directors of the Corporation. Any number of Officer positions may be held by the same person.

- 3.2 **Term of Office.** An officer shall hold office until a successor shall have been duly elected, unless Officer shall have resigned or been removed from office.
- 3.3 **Removal and Vacancies.** Any Officer or agent elected or appointed by the Board shall hold office at the pleasure of the Board and may be removed, with or without cause, at any time by the vote of a majority of the Board present. Any vacancy in an office of the Corporation shall be filled by action of the Board.
- 3.4 **President.** The president shall:
- a) ensure general active management of the business of the corporation is conducted;
 - b) when present, preside at meetings of the Board;
 - c) see that orders and resolutions of the Board are carried into effect;
 - d) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another Officer or agent of the corporation;
 - e) maintain records of and, when necessary, certify proceedings of the Board and Members;
 - f) perform other duties prescribed by the Board.
- 3.5 **Treasurer.** The treasurer shall:
- a) ensure that accurate financial records are kept for the corporation;
 - b) perform other duties prescribed by the Board or the president.
- 3.6 **Secretary.** The secretary shall:
- a) ensure that records are maintained for the corporation;
 - b) certify all proceedings of the Board;
 - c) call meetings of the Board when directed;
 - d) perform other duties prescribed by the Board.

Section 4

INDEMNIFICATION: INSURANCE

- 4.1 **Indemnification.** To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as –
- a) a director, officer, employee or member of a committee of this corporation or,
 - b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and

reasonable attorneys' fee and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall vest immediately at the time a person becomes a director, officer, employee or member of a committee of this corporation and continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

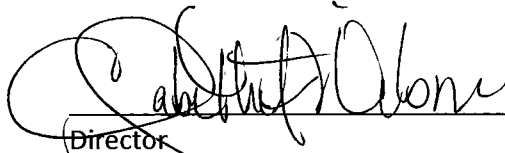
This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

4.2 **Insurance.** The corporation may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the Corporation would otherwise be required to indemnify the person against the liability or whether the insurance would exceed allowed indemnification under Minnesota law.

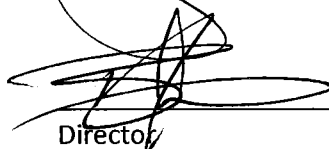
Section 5
Miscellaneous

- 5.1 **Amendments.** Except as limited by the Articles of Incorporation, these bylaws may be altered or amended by the Board at any meeting of the Board to the full extent permitted by law, subject, however, to the power of the Members of the Corporation to alter or repeal these bylaws.
- 5.2 **Seal.** The Corporation shall have no seal.

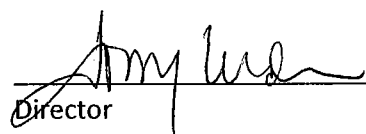
The undersigned Members of the Board of Directors of the Corporation do hereby certify that the foregoing 4 pages constituting bylaws are the bylaws adopted for the Corporation.


Elizabeth
Wilson
Director

2/27/17
Date


Bernd J Siekmann
Director

2-27-17
Date


Amy Luck
Director

2.27.17
Date