

Bylaws

BYLAWS
OF
INTERNATIONAL ASSOCIATION FOR
LANGUAGE LEARNING TECHNOLOGY, INC.

ARTICLE I
Offices

Section 1. Principal Office. The corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. 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 Nonstock Corporation Law (the "WNCL").

ARTICLE II
Membership

Section 1. Classes of Members. The corporation shall have two (2) classes of voting and one (1) class of non-voting members, designated as follows:

- (a) Educational Members. Educational Members are entitled to vote and hold office in the corporation. Educational membership is open to all persons who are employed as directors, administrators, supervisors, teachers or in other instructional positions connected with the study of languages at an educational institution. For purposes of these bylaws, an "educational institution"

is defined as an educational organization that normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on.

(b) Student Members. Student Members are entitled to vote and hold office in the corporation. A prospective Student Member must be sponsored by an Educational Member of the corporation to join as a Student Member. Student membership is open to all persons who are enrolled as full-time students at any educational institution of higher learning, i.e. post-high school or its equivalent.

(c) Commercial Members. Commercial Members shall have no voting rights. Publishers, manufacturers and other for-profit organizations and businesses having an interest in the development of instructional technology for the teaching and learning of language, literature and culture are eligible to join as Commercial Members.

Section 2. Qualification. Members of all classes specified in Section 1 of this Article shall have paid, and continue timely to pay, the dues required of them under the particular class of membership which they select. Any voting member delinquent in the payment of dues shall not be entitled to vote.

Section 3. Dues. The Board of Directors may at any meeting of the Board fix, change, amend or adjust the dues and donations applicable to the classes of members enumerated in these Bylaws, without amending the Bylaws.

Section 4. Termination Of Membership. (a) The failure of a member to pay dues within thirty (30) days after the mailing of a second notice of dues payable or to meet other qualifications required for membership shall result in the member being automatically dropped from membership.

(b) In addition, any member may be expelled from membership, for good cause shown, by the vote of a majority of the directors then in office or by the voting members.

(c) In addition, the membership of an individual shall terminate upon the death of the member.

Section 5. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 6. Privileges Of Membership.

(a) **Voting.** Except to the extent that the voting rights of any class or classes of members are enlarged, limited or denied by these Bylaws, each member of a class designated in these Bylaws as a voting class who has paid the dues required for that class shall have one vote upon each matter submitted to a vote at any meeting of the corporation, annual or special, and may vote either in person or by written ballot where a written ballot is authorized. Members of each class designated in these Bylaws as a non-voting class shall not have voting privileges.

(b) **Other Privileges.** Other membership privileges include the right to participate in various activities, programs and publications of the corporation as may be designated from time to time by the Board of Directors.

Section 7. Membership Year. Annual memberships shall extend for one year from the end of the month in which a member's dues are received. Dues received after termination of membership for non-payment pursuant to Subsection 4(a) of this Article II shall be treated as a new membership.

Section 8. Annual Meeting. The annual meeting of members, for the transaction of such business as may come before the meeting, shall be held during the months of May through August in each year, at such time and place as the Board of Directors may determine. At each annual meeting of members, a report on the activities and financial condition of the corporation shall be presented.

Section 9. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL, on call of the President or Secretary, and shall be called by the Secretary on written request signed and dated by not less than five percent (5%) of all members of the corporation entitled to vote describing one or more purposes for which the meeting is to be held.

Section 10. Adjourned Meetings. Unless otherwise provided by the WNCL, if an annual or special meeting of members

is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 11. Notice and Waiver Of Notice.

(a) Notice of Annual Meeting. Notice of any annual meeting shall be given by written notice delivered to each member in one of the methods described in Article IV hereof not less than sixty (60) days nor more than one hundred fifty (150) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting, to each member of record entitled to vote at such meeting. The notice of such meeting shall be accompanied by a written ballot providing for the election of officers and directors as provided in Section 17 of this Article II and Section 2 of Article V of these Bylaws.

(b) Notice of Special Meeting. Notice of any special meeting shall be given by oral or written notice delivered to each member in one of the methods described in Article IV hereof not less than ten (10) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting, to each member of record entitled to vote at such meeting. However, if notice is mailed by other than first class or registered mail, notice must be mailed not less than thirty (30) days before the meeting date. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

(c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL 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 such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Fixing of Record Dates.

(a) Record Date for Notice. The Board of Directors may fix a future date as the record date for determining the members entitled to notice of a members' meeting; provided,

however, that the record date is not more than one hundred fifty (150) days before the meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

(b) Record Date for Voting. The Board of Directors may fix a future date as the record date for determining the members entitled to vote at a members' meeting. Provided, however, that the record date is not more than one hundred fifty (150) days before the action requiring a determination of the members occurs. If no such record date is fixed, members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

(c) Record Date for Exercise of Other Rights. The Board of Directors may fix a future date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any lawful action. If no such record date is fixed, members at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the 60th day before the date of such other action, whichever is later, are entitled to exercise such rights.

Section 13. Quorum. Ten percent (10%) or ten (10), whichever is less, of the voting members of the corporation present in person shall constitute a quorum for the transaction of business at any meeting of members. Though less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

Section 14. Manner of Acting. The vote of a majority of the members entitled to vote represented at a meeting at which a quorum is present in person, or a majority of the votes cast by written ballot where a written ballot is authorized, shall be the act of the members, unless the act of a greater number is required by the WNCL, the Articles of Incorporation or Bylaws of the corporation.

Section 15. Conduct Of Meetings. The President, and in his or her absence, the President-Elect, and in their absence any person chosen by the voting members present, shall call the meeting of the members to order and shall act as chair of the meeting, and the Secretary of the corporation shall act as secretary

of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 16. Proxy Voting. Voting members shall not be permitted to vote by proxy at meetings of the members.

Section 17. Action by Written Ballot. With regard to the election of officers and directors and any other matter requiring action by the voting members at an annual or special meeting, a voting member may vote by mail on ballot forms provided by the corporation. Not less than sixty (60) nor more than one hundred fifty (150) days prior to the date set for the annual meeting of the members, the corporation shall mail a pre-printed ballot form listing the candidates for office approved by the Board of Directors as provided in Section 2 of Article V of these Bylaws, and a separate pre-printed ballot form for any other matters requiring action by the voting members, together with a pre-addressed return envelope, to each member eligible to vote at the member's address of record with the corporation. Not less than ten (10) nor more than sixty (60) days prior to the date set for any special meeting called to deal with any other matter requiring action by the voting members, the corporation shall mail a pre-printed ballot form, together with a pre-addressed return envelope, to each member eligible to vote at the member's address of record with the corporation. A ballot form dealing with matters requiring action by the voting members shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot form may not be revoked.

Section 18. Voting By Minors. A membership held by a minor may be voted by such minor in person and no such vote shall be subject to disaffirmance or avoidance, unless prior to such vote the Secretary of the corporation has received written notice or has actual knowledge that such member is a minor.

Section 19. Action By Written Consent of Members. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of the WNCL, 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 and dated by fifty percent (50%) of the members entitled to vote with respect to the subject matter thereof and in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members may be counted. Written

notice of member approval under this section shall be given to all members who have not signed the written consent. If written notice is required, member approval under this section shall be effective ten (10) days after such written notice is given.

Section 20. Presumption Of Assent. A member of the corporation who is present at a meeting of the members, 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 member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

III
Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) The number of directors shall be five (5) and shall serve for the terms provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the WNCL, which at the time of adoption of these bylaws is three (3).

(b) Directors need not be residents of the State of Wisconsin.

Section 3. Election and Term.

(a) Method of Election. Directors of this corporation shall be the persons elected by the voting members to serve as President, President-Elect, Secretary, Treasurer and Programs Director of the corporation.

(b) Term of Office. Each director shall hold office from the close of the annual meeting of the members at which such individual's election is announced for a term concurrent with his or her respective term of office as President, President-Elect, Secretary, Treasurer and Programs Director of the corporation, as provided in Section 2 of Article V of these Bylaws.

Section 4. Resignation. A director may resign at any time by filing a written resignation with the President or the Secretary of the corporation.

Section 5. Removal. A director may be removed from office as both an officer and director with or without cause by the voting members or the vote of a majority of the other directors of this corporation then in office either at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be elected by the directors of this corporation. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held during the months of May through August in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 8. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL, on call of the President or Secretary, and shall be called by the Secretary on the written request of any twenty (20%) of the directors.

Section 10. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other 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.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto.

Notice shall be given in one of the methods described in Article IV hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) **Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of the WNCL 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 such notice. 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.

Section 12. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 13. 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 the WNCL, or the Articles of Incorporation or Bylaws of the corporation.

Section 14. Action by Written Consent of Directors. As provided in the Articles of Incorporation, an action required or permitted to be taken at a board meeting may be taken by written action signed by two-thirds (2/3) of the directors then in office. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later. For purposes of this Article III, a director's signing of a written action is effective when either the President or the Secretary of the corporation receives a copy of the signed written action by facsimile, mail or private carrier, or, if accompanied by the director's electronically-authenticated signature, by electronic mail or other form of wire or wireless communication.

Section 15. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors,

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 shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Compensation. Directors of the corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 17. Committees.

(a) Executive Council. The Board of Directors by resolution may create an Executive Council (the "Council") to advise the Board of Directors. The members of the Council must be voting members of the corporation and shall be appointed by the Board of Directors to terms determined by the Board of Directors. In general, the Council shall consist of the Immediate Past-President of the corporation, one or more editors of the IALL Journal, the leaders of regional groups affiliated with the corporation, appointed representatives to affiliated organizations, and the chairs of any other committees created by the Board of Directors.

(b) Election Committee. The Board of Directors by resolution shall create an Election Committee during each year in which an officer and director of the corporation will be elected. The Election Committee shall prepare a slate of candidates for the office(s) to be elected in that year. In general, the Election Committee shall consist of the Immediate Past-President of the corporation, who shall serve as Chair, and two (2) other members, all to be appointed by the Board of Directors.

(c) Other Committees. The Board of Directors by resolution may create one or more other committees, including regional groups, each consisting of members designated by the

Board of Directors, having such powers and duties, not inconsistent with subsection (d) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.

(d) **Nondelegable Powers; Alternative Members; Rules of Committees.** No committee shall be empowered to act in lieu of the entire Board of Directors in respect to the filling of vacancies on the Board or on committees of directors created pursuant to this Section 17. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chairman of such meeting. Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

Section 18. Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

ARTICLE IV
Methods of Giving Notice

Notice of any annual or special meeting of members, any annual, regular or special meeting of directors, and any other notice required to be given under these Bylaws or the WNCL may be communicated in person, by telephone, telegraph, teletype, electronic mail, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- (a) When received.
- (b) When deposited in the U.S. mail, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE V
Officers

Section 1. Number. The principal officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer and a Programs Director, each of whom shall be elected by the voting members of the corporation. The principal officers shall be members of the Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the voting members by mail ballot. A slate of candidates approved by the Board of Directors shall be mailed to all voting members of the corporation at least sixty (60) and not more than one hundred fifty (150) days prior to the annual meeting of the members. The results of the election shall be announced at the annual meeting of the members and published in the IALL Journal. Each officer shall hold office from the close of the annual meeting for the term provided for that office in Sections 5 through 9, below, 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 of the corporation may be removed by the voting members of the corporation or by the Board of Directors, with or without cause, 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 of Directors for the unexpired portion of the term.

Section 5. The President. The President shall serve a term of two (2) years in that office. The President-Elect shall become President upon the conclusion of the prior President's term of office. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The President-Elect. The President-Elect shall serve a term of two (2) years in that office and shall automatically become President at the conclusion of the prior President's term of office. In the absence of the President, or in the event of the President's death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect is responsible for gathering and disseminating organizational news and acting as a liaison with regional groups, and shall also be responsible for all publications produced by the corporation. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall serve a term of two (2) years. The Secretary shall: (a) keep the minutes of the members' and Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the WNCL; (c) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall serve a term of four (4) years. If required by the Board of Directors, 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 of Directors shall determine. 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 President or by the Board of Directors.

Section 9. The Programs Director. The Programs Director shall serve a term of two (2) years. The Programs Director shall organize all conferences and programs for the corporation, and act as liaison with affiliate organizations. The Programs Director shall also perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so

appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 12. Compensation. Officers of the corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VI Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article VI and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such

Directors, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VII Fiscal Year

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

ARTICLE VIII Seal

The corporation has no corporate seal.

ARTICLE IX Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. For amounts of \$1,000 or less, each of the President, President-Elect and Treasurer shall have authority to sign, execute and acknowledge on behalf of the corporation, all 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 of Directors, and for amounts over \$1,000, any two of the President, President-Elect and Treasurer shall jointly have such authority. Except as otherwise provided by the WNCL or directed by the Board of Directors, the President may authorize in writing 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 of the corporation 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 Directors 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 of Directors. 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, investment firms or other depositories as the Board of Directors may select.

ARTICLE X
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof. However, no Bylaw adopted by the members shall be amended or repealed by the directors unless the Bylaw so adopted by the members shall have conferred such authority upon the directors.

Section 2. By the Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the voting members of this corporation at any annual, regular or special meeting thereof at which a quorum is present or by mail ballot by a majority of the number of members at the time of the vote.

Section 3. Implied Amendments. Any action taken or authorized by the Board of Directors or members having voting rights, 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 or members having voting rights 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 so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on the 15th day of December, 2000, by the initial Board of Directors of International Association for Language Learning Technology, Inc.

Secretary