

**AMENDED AND RESTATED BYLAWS
OF
THE MILWAUKEE TEACHER EDUCATION CENTER, INC.**
(Adopted January 25, 2010)

**ARTICLE I
General**

Section 1. Purposes and Objectives of Corporation. The purposes of The Milwaukee Teacher Education Center, Inc. (the “Corporation”) shall be as set forth in its Articles of Incorporation. The objectives of the Corporation are:

(a) To prepare and retain new teachers from diverse backgrounds to be successful teachers in Wisconsin school districts, charter schools, private, religious and choice schools.

(b) To ensure that teachers gain the knowledge, skills, and dispositions needed to support the academic success of Wisconsin students; and

(c) To provide an effective system of support for teachers’ ongoing professional growth and development.

These bylaws (the “Bylaws”) specify various matters affecting the operations and governance of the Corporation.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and income therefrom may be used for the Corporation’s purposes in the discretion of its board of directors (the “Board of Directors”), the Corporation will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable and otherwise conforms with these By-Laws and any other guidelines established by the Board of Directors for such restricted gifts.

**ARTICLE II
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 its 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 identical with the principal office of the Corporation. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the “WNCL”).

ARTICLE III
Board of Directors

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

Section 2. Number.

(a) The number of directors (each, a “Director”) shall be as determined by the Board of Directors from time to time, but in no event shall the number be less than three (3). 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) Ex Officio Director. The Executive Director shall be an *ex officio* Director with voting rights. The *ex officio* Director shall be included in the total number of Directors authorized in subsection (a) above and shall be counted for purposes of determining whether a quorum is present.

Section 3. Election and Term.

(a) Method of Election. Directors, other than the *ex officio* Director, shall be elected at the Annual Meeting by the other Directors then in office.

(b) Term of Office. The Directors, other than the *ex officio* Director, shall be classified with respect to the time for which they shall hold office by dividing them into two (2) classes, each class to consist of, as nearly as possible, an equal number of Directors. The Directors of the first class shall hold office for an initial term of one (1) year and the Directors of the second class for an initial term of two (2) years. At the close of each Annual Meeting, the successors to the class of Directors whose terms expired that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. In the event of an increase in the number of Directors, the newly created directorships shall be assigned to the appropriate class or classes so that the two classes shall continue to consist of, as nearly as possible, an equal number of Directors.

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 with or without cause by the vote of at least three-fourths (3/4) of the Directors then in office at any meeting called for that purpose. Written notice of the proposed removal of any Director must be delivered to all Directors at least seven (7) days prior to the date upon which such removal will be subject to a vote.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including from an increase in the number of Directors, an interim Director shall be filled by the other Directors then in office. 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 in April, May, or June of each year, at such time and place as the Board of Directors may determine, for the purposes of electing the Officers and transacting such other business as may come before the meeting.

Section 8. Regular Meetings. The Board of Directors may provide by resolution for regular meetings of the Board of Directors (each, a “Regular Meeting”). The resolution approving the Regular Meetings must specify the time and place of each Regular Meeting. Upon the effectiveness of any such resolution, the Regular Meetings provided for therein shall be held at the time and place set forth in the resolution and the resolution shall constitute notice of the Regular Meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors (each, a “Special Meeting”) may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL. A Special Meeting may be called by the President or any other Officer; provided, however, that the Secretary shall call a Special Meeting upon receipt of a written request for a Special Meeting signed by no less than a majority of the Directors then in office.

Section 10. Meetings By Telephone or Other Communication Technology.

(a) Any or all Directors may participate in any meeting of the Board of Directors, including a Committee thereof 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 or read each other’s communications during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

(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 either by: (a) oral or written notice delivered personally to each Director at least three (3) days prior thereto; or (b) written notice given by other than personal delivery at least five (5) days prior thereto, provided, however, that notice of any Annual or Special Meeting may not be given more than ninety (90) days 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 need not be specified in the notice or waiver of notice of such meeting, except as may otherwise be required by the WNCL, the Articles of Incorporation, or these Bylaws. Notwithstanding any of the foregoing, notice of any action to remove a Director, or to approve a matter that would require approval by members if the Corporation had members, must be given by written notice to each Director at least seven (7) days prior to the date upon which such action will be voted.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL, the Articles of Incorporation, or these Bylaws, 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, the Articles of Incorporation, or these Bylaws.

Section 14. Action by Written Consent of Directors.

(a) Written Consent. The Board of Directors may act without a meeting if a consent in writing setting forth the action taken is signed by at least two-thirds of the Directors then in office. If fewer than all of the Directors sign the written consent action, then all of the Directors must receive notice of the action taken and the action will not become effective until the later of (i) the date specified in the written consent or (ii) the tenth day after the notice is given. If all of the Directors sign the written consent action, then the action will become effective when signed by all of the Directors unless a different effective date is specified in the written consent action.

(b) Use of Electronic Signature. A Director or committee member may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory: (a) to serve as his or her signature; and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the subject line.

Section 15. Presumption of Assent. A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken at the meeting unless (i) the Director's dissent is recorded in the minutes of the meeting; (ii) the Director files a written dissent with the person acting as the secretary of the meeting before the adjournment of the meeting; or (iii) the Director forwards a dissent by 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.

Section 16. Compensation. Directors shall not receive compensation for serving as Directors. Directors may receive reasonable compensation for other personal services rendered that 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 and Other Committees. The Board of Directors by resolution may create an executive committee (an “Executive Committee”) or one or more other committees (each, a “Committee”), each consisting of three or more Directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (b) hereof or any existing delegation of powers to a Committee, 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. The Board of Directors also may designate persons who are not Directors to serve as non-voting members of any such committee with the exception of the Executive Committee. Additionally, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation.

(b) 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 election of Officers or the filling of vacancies on the Board or on Committees created pursuant to this Section 17. 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 of Directors may request.

(c) Advisory Committees. The Board of Directors or President may create advisory committees (each, an “Advisory Committee”). Such Advisory Committees may consider matters assigned to them by the Board of Directors or President, make reports to the Board of Directors or President, and fulfill other advisory functions as may be designated by the Board of Directors or President. No Advisory Committee shall have any authority to act on behalf of the Board of Directors.

Section 18. Conflict of Interest.

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

(b) Any Director having a conflict of interest on any matter shall abstain from voting on the matter but may 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 at least the following: (a) that a conflict existed; (b) that a disclosure was made regarding the conflict; (c) that the conflicted Director abstained from voting; and (d) whether or not a quorum existed.

(d) If a Director is uncertain as to whether he or she has a conflict of interest which requires abstention, or if a Director asserts that another Director has such a conflict, the Board of Directors, by majority vote of those present other than the Director having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Director shall abstain from voting on the matter.

(e) The Board of Directors may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Section 18.

ARTICLE IV Methods of Giving Notice

Notice of any Annual or Special Meeting, and any other notice required to be given under the WNCL, the Articles of Incorporation, or these Bylaws, may be communicated in person, by telephone, telegraph, teletype, 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) Five (5) days after deposit 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 (each, an “Officer”) of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other Officers and Assistant Officers (each, an “Assistant Officer”) and agents as may be deemed necessary. The same individual simultaneously may hold more than one office, except that the office of the President may not be held simultaneously with either of the offices of Vice President or Secretary. Only the Directors are eligible to serve as Officers and Assistant Officers.

Section 2. Election and Term of Office. The Officers and Assistant Officers shall be elected annually at the Annual Meeting. If the election of Officers and Assistant Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer or Assistant Officer shall hold office from the close of the Annual Meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that Officer or Assistant Officer, or until that Officer's or Assistant Officer's death, or until that Officer or Assistant Officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or Assistant Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

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

Section 5. Duties. Officers, Assistant Officers, and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon their respective offices.

Section 6. Compensation. Officers and Assistant Officers may receive reasonable compensation for serving as Officers and Assistant Officers. Officers and Assistant Officers also may receive reasonable compensation for other personal services rendered that are necessary to carrying out the exempt purposes of the Corporation, and 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 VI 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 VI, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Chapter 42 Excise Tax. Notwithstanding the foregoing, the Corporation 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 shall not have a corporate seal.

ARTICLE IX Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The President and Treasurer shall each 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. Except as otherwise provided by the WNCL or directed by the Board of Directors, the President and Treasurer 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 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. Notwithstanding any of the foregoing, neither the President nor the Treasurer shall be authorized to sign, execute, or acknowledge any document or instrument in favor of himself or herself.

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.

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

ARTICLE XI
Discrimination Prohibition

In administering its affairs, the Corporation shall not in any manner discriminate against any person on the basis of race, creed, color, national or ethnic origin, gender, age, handicap/disability or sexual orientation.

ARTICLE XII
Definitions

Section 1. Electronic Signatures. Any action required in these Bylaws to be “signed” or to have a “signature” by or of a Director, Officer, Assistant Officer, or Committee member shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

Section 2. Deliver. Any action or notice required in these Bylaws to be “delivered” may be delivered by hand, mail, commercial delivery service, electronic transmission, or any other method of delivery used in conventional commercial practice.

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Certified a true and correct copy of the Amended and Restated Bylaws adopted on the 25th day of January, 2010, by the Board of Directors of The Milwaukee Teacher Education Center, Inc.

G. Richard Meadows, Board Secretary