

BYLAWS
OF
ELEMENTARY SCIENCE COALITION, LTD

ARTICLE I
PURPOSES

Consistent with Article III of the articles of incorporation of the corporation, the purposes of the corporation shall be to increase the quantity and quality of elementary science instruction at the elementary level.

ARTICLE II
OFFICES

The principal office of the corporation in the State of Florida shall be located in the City of Sarasota, County of Sarasota. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not For Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
MEMBERS

Section 1. Classes of Members. The corporation shall have one class of members. The members of the corporation should be those persons who support the mission and purposes of the

corporation and who otherwise satisfy the terms and conditions of membership established by the Board of Directors from time to time, including without limitation, the payment of those dues established by the Board of Directors and the entering into and satisfaction of a membership agreement entered into by each member with the corporation.

Section 2. Election of Members. Members shall be approved by the Board of Directors. An affirmative vote of two-thirds of the Directors then in office shall be required for election to the membership of the corporation.

Section 3. Voting and Membership Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Members shall only to be entitled to vote on changes or amendments to the purposes of the corporation set forth in Article I of these bylaws.

Members of the corporation shall provide advice and counsel to the Board of Directors. In that connection, the members shall provide advice to the corporation and the Board of Directors in connection with the corporation's furtherance of its mission and purposes. Except as otherwise provided herein, only members of the corporation or their representatives and the Directors of the corporation can serve on committees of the Board of Directors.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of the Directors then in office, may suspend or expel a member for cause after an appropriate hearing, or terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. Cause shall include, without limitation, a member no longer satisfying the conditions of membership or engaging in conduct prejudicial to the interests of the corporation. Upon termination of membership, all rights and interests of the member relating to membership in the corporation shall terminate.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Directors then in office, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Regular Meetings. The members shall hold two regular meetings a year on such dates as shall be established by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors shall designate any place, either within or without the State of Florida, as the place of meeting for any regular meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, personally or by mail, electronic transmission or facsimile telecommunication, to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated

in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If sent by electronic transmission, the notice of a meeting shall be deemed to be delivered when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice. If sent by facsimile telecommunication, the notice of a meeting shall be deemed to be delivered when actually transmitted by facsimile telecommunication, if correctly directed to a number at which the member has consented to receive notice.

Section 5. Informal Action by Members. Any action required or permitted by the Florida Not For Profit Corporation Act to be taken at a meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the corporation by delivery to its principal office in Florida, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within 60 days of the date of the earliest dated consent and is delivered in the manner required by this section.

Any written consent may be revoked prior to the date that the corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the corporation at its principal office in Florida or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

Within 10 days after obtaining such authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

Section 6. Quorum. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Florida or members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be three. Each Director shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been elected and qualified. The Directors shall be elected and appointed by the Board of Directors at its annual meeting.

Section 3. Regular Meetings. The date of the regular annual meeting of the Board of Directors shall be established by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

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 may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail, electronic transmission or facsimile telecommunication to each Director at his address as shown by the records of the corporation. 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. If sent by electronic transmission, the notice of a meeting shall be deemed to be delivered when actually transmitted by electronic mail, if correctly directed to an electronic mail

address at which the Director has consented to receive notice. If sent by facsimile telecommunication, the notice of a meeting shall be deemed to be delivered when actually transmitted by facsimile telecommunication, if correctly delivered to a number at which the Director has consented to receive notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

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; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to 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 law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, 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; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. Participation by Communications Equipment. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers, including Vice Presidents, as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all 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 in Article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and 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 in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary

and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Board of Directors may designate and appoint one or more committees. These committees, to the extent provided in said resolution, shall provide advice and counsel to the Board of Directors in the management of the corporation and in its fulfillment and adherence to its mission and purposes. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. No committee shall have the authority to recommend or take those actions set forth in Section 617.0825 of the Florida Not For Profit Corporation Act.

Section 2. Elementary Science Coalition Academic Advisory Panel. The Elementary Science Coalition Academic Advisory Panel (the “Academic Advisory Panel”) shall provide advice and counsel to the Board of Directors regarding best practices in elementary science education. Members of the Advisory Panel shall be appointed by the Board of Directors and need not be members of the corporation.

Section 3. Members of Committees. Members of any committees shall be appointed by the Board of Directors at the annual meeting of the Board of Directors and, with the exception of

the Academic Advisory Panel, shall be members of the corporation or their representatives or Directors of the corporation.

Any member of a committee may be removed by the Board of Directors whenever in its judgment the best interests of the corporation shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the Board of Directors.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in a resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, 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 instances.

Section 2. Checks, Drafts, etc. All checks, drafts or 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 a 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 may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any dues that may then be required, a certificate of membership shall be issued in its name and delivered to it by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX.

ARTICLE X

BOOKS AND RECORDS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 2. Financial Reports. Within 90 days following the end of the fiscal year of the corporation, the Board of Directors shall mail or furnish by personal delivery to each member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the annual dues payable to the corporation by its members.

Section 2. Payment of Dues. Dues shall be payable in accordance with policies and procedures established by the Board of Directors, from time to time.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of thirty (30) months from the beginning of the fiscal year or period for which such dues became payable, its membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these bylaws.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors.