

BYLAWS
OF
JUMOKE ACADEMY, INC.

ARTICLE I

Name; Purposes

- 1.1 Name. The name of the Corporation shall be Jumoke Academy, Inc.
- 1.2 Purposes. The Corporation is organized and shall be operated for the

educational, public welfare, charitable, scientific, and literary purposes set forth in the Corporation's Certificate of Incorporation.

ARTICLE II

Membership

2.1 Class. The Corporation shall have one class of members with the manner of their election or appointment to be as provided for in the Corporation's Certificate of Incorporation.

2.2 Transferability; Expulsion. Membership in the Corporation shall be nontransferable, and shall be terminated as set forth in the Corporation's Certificate of Incorporation or by death, voluntary withdrawal or expulsion. A member whose continuing membership would be inimical to the best interests of the Corporation may be expelled by the affirmative vote of a majority of the directors of the Corporation.

2.3 Vote; No Proxy; Mail Vote. Each member shall be entitled to one vote on each matter submitted to members for action. Voting shall be in person only, and voting by proxy shall not be permitted. The voting rights of a joint membership shall be exercisable by mutual agreement of the joint members, provided if they are both present and are unable to agree on how to vote on a particular matter their vote shall be cancelled as to that matter. At the discretion of the Board of Directors, any membership vote on any matter, including without limitation the election of directors, may be taken

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required by law or by the Corporation's Certificate of Incorporation. A joint member whose vote is cancelled pursuant to Section 2.3 shall not be considered "present" for purposes of this Section 3.4 be counted as a vote "For" and a vote "Against" the matter being acted upon.

ARTICLE IV

Board of Directors

4.1 General. The property and affairs of the Corporation shall be managed and conducted by a board of directors (the "Board of Directors") which may authorize and direct the Corporation to exercise all such powers and do all such things as may be exercised or done by the Corporation but subject nevertheless to the provisions of the Corporation's Certificate of Incorporation and these Bylaws and of the laws of the State of Connecticut and of the United States of America.

4.2 Number, Term, Classification, Manner of Election. The number, term, classification, and manner of election or appointment of directors shall be as provided in the Corporation's Certificate of Incorporation. For all purposes, the number of directors and their directorships shall equal the number of directors elected at the most recent annual meeting of members, notwithstanding any resignations, removals, deaths or disabilities to serve.

4.3 Limit on Terms. There shall be a limit of two successive full five-year terms which an individual may serve as a director. Any director who shall serve for two successive full five-year terms shall not be eligible for election to a further term or terms until one year shall elapse.

4.4 Failure to Attend. Any director who fails to attend three or more consecutive regular meetings of the Board of Directors shall upon the affirmative vote of the Board of Directors be deemed to have withdrawn and resigned as a director. A

duly held at which a quorum is present at the time of the act shall be the act of the Board of Directors.

ARTICLE VI

Committees of the Board of Directors

6.1 General. There may be an Executive Committee and such additional committees of the Board of Directors, which shall include two or more directors, with

such powers and duties as are provided in these Bylaws or as the Board of Directors may from time to time direct. Except as provided in these Bylaws, members of committees shall be elected at the annual meeting of the Board of Directors or at any special meeting called for the purpose and shall serve at the pleasure of the Board of Directors and until their successors are elected.

6.2 Executive Committee. The Executive Committee, if one shall be so created, shall consist of not fewer than two members of the Board of Directors. Except as otherwise expressly provided in these Bylaws or any amendment thereto, the Executive Committee may exercise all the powers of the Board of Directors in the intervals between meetings of the Board, and shall be responsible to the Board and shall report its doing to the Board as requested.

6.3 Committee Procedures. Each committee of the Board of Directors shall act in accordance with the following procedures: The committee shall adopt a schedule of regular meetings and shall hold additional special meetings on the call of the chairman of the committee or any two members of the committee; notice of each such meeting shall be given in the manner provided for notice of regular meetings of the Board of Directors; a majority of voting members of the committee shall constitute a quorum for all business; the act of a majority of voting members of the committee present at any meeting duly held at which a quorum is present at the time of the act shall be the act of

the Board of Directors shall otherwise direct, have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments.

~~The Board of Directors may delegate to the President the authority to appoint such~~
management staff personnel as he or she may deem advisable and the President shall notify the Board of Directors of such appointments at its next meetings thereafter. The President shall have such other powers and duties as from time to time may be

determined by the Board of Directors. It shall be the duty of the President to preside at the annual meeting of the Corporation. Except as otherwise specified by the Board of Directors, the President shall be an ex officio voting member of all standing committees of the Board of Directors.

7.6 Vice President. Any Vice President shall have the authority and shall exercise the duties of the President in the President's absence, and shall perform such other duties as may be determined by the Board of Directors from time to time. The Board of Directors may designate Vice-Presidents in order of authority either by title, such as Executive Vice-President, or by resolution.

7.7 Secretary. The Secretary shall keep the minutes of the members' and the Board of Directors' meetings; be the custodian of the corporate records and of the seal of the Corporation; be responsible for authentication of records of the Corporation; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

7.8 Treasurer. The office of Treasurer may be held by an individual or a corporation. The Treasurer shall have such duties as from time to time may be assigned by the Board of Directors.

7.9 Other Officers. Any other officer shall have such duties as may be from time to time determined by the Board of Directors.

