

AMENDED AND RESTATED BYLAWS
For
ARIZONA SCHOOL FOR THE ARTS
An Arizona Charter School

ARTICLE I
Organization

Section 1. Name. Arizona School for the Arts ("ASA") is a charter school organized under the laws of the State of Arizona.

Section 2. Known Place of Business. The known place of business for ASA will be maintained in the State of Arizona.

Section 3. Tax Status. ASA is organized exclusively for one or more of the purposes specified in Section 501(c)(3) and in Section 509(a)(3) of the Internal Revenue Code. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of Internal Revenue Code or (b) by a corporation the contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

ARTICLE II
Mission

The mission of ASA is to provide a rigorous academic and artistic learning community cultivating leaders of the future.

ARTICLE III
Directors

Section 1. Powers of Directors. The business and affairs of ASA shall be directed by its Board of Directors.

Section 2. Qualifications. All ASA Directors shall be required to be over the age of 18, pass the required fingerprint and background check, and possess experience and qualifications that further the Board's commitment to the educational and operational purposes of the Corporation.

Section 3. Membership. ASA shall not have members. All rights of this Corporation shall be vested in the Board of Directors. The Board of Directors shall consist of all directors, and may have ex-officio and honorary members.

Section 4. Ex-Officio and Honorary Members. The Board of Directors of ASA shall have the ability to appoint an ex-officio non-voting member of the Board of Directors. The Board may also appoint such honorary directors for such terms as they may deem proper, but said honorary directors thus appointed shall be without vote.

Section 5. Number. The Board of Directors shall always consist of at least five (5) but no more than fifteen (15) directors entitled to vote, plus any honorary non-voting members and ex-officio non-voting member as may be selected from time to time by the Board of Directors. Subject to the foregoing limitations, the number of directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

Section 6. Election of Directors. The Board of Directors shall elect directors who shall hold office for the term for which he or she is elected or until his successor is elected or until his or her earlier death, resignation, or removal. Each director shall be elected either to fill a vacancy occurring in the Board of Directors for the remainder of the predecessor's unexpired term or to fill a new or an open term for a director position. Each director shall assume a term for an election cycle that will enable the election of approximately one-fourth of the directors to be conducted at each annual election. Annual elections for directors will be conducted by the June meeting, in order for the directors to assume their position at the start of the next fiscal year, i.e., July 1st. Each director shall have one vote for each directorship to be elected. Any current member of the Board of Directors may nominate a candidate for upcoming vacancies on the Board of Directors. Directors shall be elected to the Board of Directors by a majority vote of Directors serving on the Board of Directors as of the beginning of the meeting called for such purpose.

Section 7. Term of Office. Each director shall be elected for terms of four (4) years. Elected directors may not serve for more than two consecutive terms of 4 years, except as otherwise provided in these Bylaws. Service of less than a full term shall not prohibit a person from serving two additional full terms. Following a one (1) year hiatus, a director who has served two consecutive terms may be eligible for re-election.

Section 8. Responsibilities. Directors shall:

- A. attend all regular and special meetings of the Board of Directors
- B. participate in each action item as it comes before the Board
- C. serve on Board committees when necessary

Section 9. Accountability. Directors who fail to attend two consecutive regular meetings, without excuse, or who do not actively support and promote ASA are subject to removal by the Board of Directors.

Section 10. Compensation. Directors shall serve as such without compensation. A director shall not be precluded from serving ASA in any other capacity or from receiving compensation for such services.

Section 11. Resignation. Any director of ASA may resign at any time, by giving written notice thereof to ASA. Such resignation shall take effect at the time specified therein, and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Removal. Any director of ASA may be removed by the Board, with or without cause, at any time by the affirmative vote of a majority of directors entitled to a vote. Notice of consideration to remove a director must be given to each director and to the director under consideration for removal not less than 72 hours prior to the Board Meeting. The director under consideration for removal must abstain from voting due to the inherent conflict of interest and may not be used in calculating the majority vote, but may be included when determining a quorum.

Section 13. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of the majority of the remaining directors entitled to vote, although less than a quorum, or by a sole remaining director, where ratified by the majority of the directors at the next Board Meeting. A director elected to fill a vacancy occurring in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office. A director elected to fill an open position or a new position resulting from an increase in the number of directors shall hold office for the designated partial or whole term of that position.

ARTICLE IV Meetings

Section 1. Quorum. A majority of the number of directors who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 2. Manner of Acting. The act of the majority of the directors who are entitled to vote 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 as otherwise provided in these Bylaws.

Section 3. Open Meeting Law. All meetings of the Board of Directors are conducted according to the Arizona Open Meeting Law.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or bi-monthly at such time, on such day, and at such place as the Board of Directors shall designate.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by: the President, the Vice President, or the Secretary/Treasurer. Special meetings of the Board of Directors shall be called by the Secretary/Treasurer at the combined written request of directors comprising 20% or more of the directors serving on the Board.

Section 6. Meeting Notices. Meeting notices will be posted 24 hours prior to public meeting or as required by law. Emergency meetings must be noticed within 24 hours after the meeting is held. Location of Notice Posting for regular meetings will comply with applicable law. Meeting notices will include the date, time and place of meetings and a meeting agenda.

Section 7. Executive Sessions. Executive Sessions must obtain a public, majority vote of a quorum of the members. Executive Sessions must be noticed as all regular meetings and the notice will include the statutory purpose of the Executive Session. .

Section 8. Waiver of Notice. Attendance of a director at a meeting constitutes a waiver of notice unless attendance at the meeting is for the express purpose of objecting to the transaction of any business. Any director may waive notice of any meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

Section 9. Director Deadlock. In the event of a voting deadlock of the Board, but only if so required by the written request of any director delivered to the President of the Board, the Board shall, within 30 days after receipt of such written request, appoint a mutually-agreed-upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the event deadlock persists for a period not to exceed 60 days after the original deadlock vote, the Board shall, within 10 days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue at deadlock, which decision shall be binding on the Board and each director.

ARTICLE V Committees

Section 1. Committees. The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law.

Section 2. Committee Changes. The Board of Directors, without cause, may dissolve any committee or remove any member thereof at any time.

Section 3. Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary/Treasurer, the Immediate Past-President, and the head of the school. The head of the school, however, shall be a nonvoting ex-officio member of the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors in between meetings of the Board, where ratified by the majority of the directors at the next Board Meeting, provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to any matter prohibited by law

ARTICLE VI

Officers

Section 1. Composition. The officers of the ASA Board of Directors shall be a President, a Vice President, a Secretary/Treasurer, and an Immediate Past-President, who is an Ex Officio voting officer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The President, Vice President and Secretary/Treasurer shall be elected every 2 years by the Board of Directors. Members will be encouraged to serve at least one year on the Board of Directors prior to being nominated to hold an office. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal. The President, immediately after the term ends as President, shall serve in the non-elected, Ex Officio voting position as Immediate Past-President for a 1-year term which may be extended for one additional year by majority vote of the Board of Directors. Officers may not serve more than one 2-year term in the same office. Following a one (1) year hiatus, a former officer may be eligible for election to a previously held position. Service of less than a full term of any elected or appointed office shall not prohibit a person from serving an additional full term in office. If any officer's membership on the Board of Directors, including the Immediate Past-President, shall be scheduled to expire during his or her term as an officer, that term on the Board of Directors shall automatically be extended to end on the same date as his or her term as an officer. Elections for officers shall be conducted by February of the year when the existing officers' terms expire, in order for the newly elected officers to prepare for the transition before they assume the officer positions at the start of the fiscal year, i.e., July 1.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of the term. Except that if the officer position of Immediate Past-President becomes vacant, the position shall remain vacant until the expiration of the current President's full term of office, or if the current President does not complete a full term of office, until the expiration of the term of the next President to service a full term of office. Nothing in this Article VI shall prevent the Board of Directors from filling a directorship vacancy.

Section 4. Removal of an Officer. Any officer may be removed by the Board, with or without cause, at any time by the affirmative vote of a majority of directors entitled to a vote. Notice of consideration to remove an officer must be given to each director and to the officer under consideration for removal not less than 72 hours prior to the Board Meeting. The officer under consideration for removal must abstain from voting due to the inherent conflict of interest and may not be used in calculating the majority vote, but may be included when determining a quorum. Removal of an officer from his or her office shall also constitute removal as a director unless otherwise determined by the vote of a majority of directors entitled to vote.

Section 5. Powers and Duties.

A. President. The President shall preside over all meetings of the Board of Directors, shall serve on and preside over the Executive Committee, shall perform all duties incident to the

office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, at the conclusion of serving a full term in that office, shall automatically serve as the Immediate Past-President.

If the President is removed pursuant to Article VI, Section 4 of these Bylaws, he or she shall not serve as the Immediate Past-President.

B. Vice President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President also shall serve on the Executive Committee.

C. Secretary/Treasurer. The Secretary/Treasurer shall cause the following to occur: (a) keep the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) have charge of all the corporate books and records, (d) shall receive and review all financial books and records, for ASA, and (e) perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary/Treasurer also shall serve on the Executive Committee.

D. Immediate Past-President, Ex Officio Officer. The Immediate Past-President shall serve as an Ex Officio voting officer, following the completion of his or her term(s) as President, for a 1-year term which may be extended for one additional year by majority vote of the Board of Directors. The Immediate Past-President also shall serve on the Executive Committee and shall discharge such other duties as may be required by the Board, such as serving as chair of the Nominating Committee to prepare a slate of candidates to present to the Board for approval.

ARTICLE VII Provisions

Section 1. Fiscal Year. The fiscal year of ASA will be July 1 through June 30 of each year.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASA, and such authority may be general and confined to specific instances.

Section 3. Loans. No loans shall be contracted on behalf of ASA and no evidences of 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; provided, however, no loans shall be made by ASA to its directors or officers.

Section 4. Checks or Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of ASA shall be

signed by such officer or officers, agent or agents of ASA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of ASA not otherwise employed shall be deposited to the credit of ASA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Indemnification of Directors and Officers. ASA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit, or proceeding, whether civil, criminal, or administrative by reason of the fact that he or she is or was a director or officer, against expenses, attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceedings if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of ASA.

Section 7. Non-liability of Directors and Officers. No officer or director shall be personally liable for any debt, liability or other obligation of ASA.

Section 8. Insurance. ASA shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer against liability asserted against him or her or the school, whether or not the school would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VIII **Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed or new Bylaws adopted by a two-thirds (2/3) vote of the qualified voting directors present at any meeting of ASA called for that purpose, providing the amendment(s) has been mailed or sent to each voting director at least 15 days prior to the date of the meeting. No alteration, amendment or revocation of the Bylaws shall take effect until following the end of the next regularly scheduled meeting of the Board of Directors after which the alteration, amendment or revocation is voted upon.

ARTICLE IX **Affiliated Transactions and Interested Directors**

Section 1. Affiliated Transactions. No contract or other transaction between ASA and Interested Persons (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by ASA or the payment of compensation by ASA for services provided by Interested Persons, shall be void or void-able because of the relationship or interest between ASA and the Interested Persons or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors of committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or

(b) The contract or transaction is fair and reasonable to ASA at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any director or officer of ASA, or any corporation, firm, association or other entity in which one or more of ASA's directors or officers are directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction.