

**AMENDED AND RESTATED BYLAWS
OF
Arizona School for the Arts
An Arizona Charter School**

These Amended and Restated Bylaws (these “**Bylaws**”) amend and restate, in their entirety, the existing bylaws, including any amendments, of Arizona School for the Arts, an Arizona nonprofit corporation formed pursuant to the Arizona Nonprofit Corporation Act contained in A.R.S. §§ 10-3101, *et seq.* (as amended from time to time, the “**ANCA**”).

Arizona School for the Arts inspires creative thinkers and leaders through providing an innovative concentration in college preparation informed by the performing arts.

**ARTICLE I
OFFICES**

Section 1. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of its board of directors (the “**Board**”), 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 Arizona. 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 Arizona Corporation Commission.

**ARTICLE II
MEMBERS**

The Corporation has no members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board. The Board is the “governing body” of any charter school(s) operated by the Corporation pursuant to Arizona’s charter school law contained in A.R.S. §15-181, *et seq.* (as amended from time to time, the “**Arizona Charter School Law**”).

Section 2. Number; Qualifications. The Board shall, unless otherwise required by law, consist of at least 5 but no more than 16 board members (each a “**Director**”). Each Director shall be a natural person who is more than 18 years of age and must pass a background check and such other regulatory inquiries as required by state law, federal law, or other governmental agencies having proper regulatory authority over the affairs of the Corporation or its activities. At a minimum, each Director shall hold a valid, Arizona-issued fingerprint clearance card showing no criminal or other record exists which could adversely affect the Corporation or its operations. Directors are not required to be residents of the State of Arizona. If the total number of Directors falls below the minimum set forth in this *Section 2 of this Article III*, the Board, as constituted and despite having less than the minimum number of Directors required by these Bylaws, shall fill the vacancy as soon as practical pursuant to *Section 3 of this Article III* but before conducting other major business.

Section 3. Ex-Officio and Honorary Members. The Board of Directors of ASA shall have the ability to appoint ex-officio non-voting members 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 4. Election of Directors. 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 by the affirmative vote of a majority (greater than 50%) of the Directors in office immediately prior to any regular, special or annual meeting where such action has been properly noticed. The number of employee Directors shall not constitute more than 20% of the total number of Directors.

Section 5. 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 6. Compensation and Reimbursement. The Corporation shall not compensate Directors for serving as Directors; however, the Corporation may provide reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the Corporation. To the extent such other professional services are rendered by an individual who is also serving as a Director, such individual is not precluded from receiving reasonable compensation for such other professional services simply because they are also a Director. However, prior to entering into any engagement of professional services by a Director, the Board must approve the engagement by a majority vote at a regularly scheduled Board meeting. In addition, the Corporation may reimburse Directors for reasonable expenses incurred in connection with their official duties as Directors; provided, however, that such reimbursement is only permitted if authorized by the Board. Unless otherwise prescribed by law, a Director is neither precluded from serving the Corporation in any other capacity, including as an employee, nor from receiving compensation for such other services so long as such services are in furtherance of the Corporation's exempt purposes and the compensation (i) complies with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future federal tax code (the "IRC"), (ii) is reasonable, and (iii) is approved by the Board in accordance with the Corporation's policies, including its conflict of interest policy.

Section 7. Resignation. Directors may resign at any time by giving written notice to the Board. Resignations take effect immediately or at the time specified in the notice. The acceptance of a resignation by the Board is not necessary to make it effective. A Director is deemed to have resigned from the Board if he or she fails to attend (or substantially fails to attend, as determined by the Chairperson) 3 days of Board meetings without providing advanced written notice of his or her absence to the Chairperson or Executive Director.

Section 8. Removal. A Director may be removed from the Board, with or without cause, by the affirmative vote of a majority (greater than 50%) of Directors in office immediately prior to any regular, special, or annual meeting where such action has been properly noticed.

Section 9. Vacancies. In the event a vacancy occurs on the Board, for any cause, the Board shall elect a replacement to such vacancy pursuant to *Section 3 of this Article III* who will serve for the term specified in *Section 4 of this Article III*. Unless a vacancy on the Board results in a number of Directors fewer than required by *Section 2 of this Article III*, the Board may, but is not obligated to, fill that vacancy.

Section 10. Open Meeting Law. The Board shall conduct all official actions and deliberations in compliance with the Arizona Open Meeting Law as contained in A.R.S. §§ 38-431, *et seq.* (as amended from time to time, the “**Arizona Open Meeting Law**”), for so long as, and to the extent that, the Arizona Open Meeting Law applies to the Board.

Section 11. Place of Meetings. All meetings shall be held at a location or in a manner that is compliant with the Arizona Open Meeting Law.

Section 12. Annual Meeting; Regular Meetings; and Special Meetings.

(a) **Annual Meeting.** The Corporation’s annual meeting shall be held at such time and place as designated by the Board of Directors.

(b) **Regular Meetings.** The Board may provide, by resolution, for regular or standing meetings of the Board to be held at a fixed time and place; otherwise, regular meetings shall be held at such time and place as designated by the Board of Directors.

(c) **Special Meetings.** Unless otherwise prescribed by the ANCA or the Arizona Open Meeting Law, special meetings of the Board may be held at any time and for any purpose or purposes. The Secretary alone may call a special meeting of the Board or, upon the written request of at least 20% of the Directors then in office, the Secretary shall call a special meeting of the Board.

Section 13. Notice and Waiver of Notice.

(a) **Public Notice of Meetings.** Public notice, including both permanent and recurring notices, of all meetings of the Board and of all committees and executive sessions authorized by the Board shall be given pursuant to and as required by the Arizona Open Meeting Law, for so long as, and to the extent that, the Arizona Open Meeting Law applies to the Board.

(b) **Recurring Notice.** Recurring notice, as required by the Arizona Open Meeting Law, shall either include the meeting’s agenda or directions on how to acquire the meeting’s agenda. The agenda shall include the date, time, place, purpose, and business to be transacted at the meeting. If the Board is to enter executive session, the agenda must provide notice of the executive session along with the legal justification for entering executive session. The notice shall be provided to each Director and made publicly available at least 24 hours prior to the meeting and in accordance with the Corporation’s permanent notice. In the event of an actual emergency, as considered by the Arizona Open Meeting Law, the Board will post notice of the meeting as soon as possible under the circumstances, but no later than 24 hours after the emergency meeting.

(c) **Methods of Giving Notice.** Notice of any Board meeting, and any other notice required to be given under these Bylaws, the ANCA, or the Arizona Open Meeting Law shall be communicated in accordance with the Arizona Open Meeting Law, which includes posting a notice to the public on the Corporation’s website and giving Directors written notice (email is acceptable).

(d) **Waiver of Notice.** Whenever any notice is required to be given pursuant to the Arizona Open Meeting Law, the ANCA, the Corporation’s articles of incorporation (the “**Articles**”), or these Bylaws, the attendance of a Director at a meeting constitutes 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 such meeting is not lawfully called or convened.

Section 14. Appearing by Telephone or Other Communications Technology. Any Director may participate in a regular or special meeting (or in a committee meeting) of the Board using the telephone or any other means of communication by which all participating Directors, and the public present at such meeting, may simultaneously hear, read, or otherwise communicate with each other during the meeting. Participation by such means shall

constitute presence in person at a meeting. The Secretary or other Officer shall disable the private chat function for any meeting conducted by a platform that permits private chats among members.

Section 15. Quorum. A majority (greater than 50%) of the Directors in office immediately prior to the start of a Board meeting will constitute a quorum for the transaction of business at such Board meeting. If less than a quorum is present at a Board meeting, the Chairperson may reschedule the meeting for a later date in accordance with the Arizona Open Meeting Law.

Section 16. Manner of Acting. At any properly convened meeting of the Board, each Director has one vote on each matter under Board consideration. The affirmative vote of a majority (greater than 50%) of the Directors (i) present at any meeting at which a quorum is present and (ii) entitled to vote on such a matter, is the act of the Board, unless the act of a greater number of Directors is required by law, the Articles, or these Bylaws.

Section 17. Presumption of Assent. A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken, unless: (i) at the beginning of such meeting or promptly upon the Director's arrival at such meeting, the Director objects to holding the meeting or transacting business at the meeting; or (ii) the Director's dissent or abstention from the action taken is entered in the minutes of such meeting. Notwithstanding the forgoing, any act of the Board pursuant to *Section 15 of this Article III* is the act of the Corporation.

Section 18. Minutes and Tracking Systems. Minutes of the business conducted at Board meetings shall be kept and retained at the Corporation's principal office in accordance with the then-current applicable Arizona State Library, Archives, & Public Records Document Retention Schedule, held open for inspection by any Director at all reasonable times, and made publicly available in accordance with Arizona Open Meeting Law and Arizona's Public Records Law for so long as, and to the extent that, such apply to the Board. The Corporation may establish a system for tracking Board approvals and disapprovals and to provide the Board with a procedure to confirm subsequent actions taken in response to Board decisions.

ARTICLE IV OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, a Vice President, a Treasurer/Finance Committee Chair, and a Secretary each of whom is elected by the Board (each an "**Officer**" and together the "**Officers**"). Officer positions may be simultaneously held by the same individual and, unless provided otherwise below, Officers may be Directors or employees of the Corporation.

Section 2. Appointment; Vacancy. All Officers are appointed by the affirmative vote of a majority (greater than 50%) of the Directors in office immediately prior to any regular, special, or annual meeting where such action has been properly noticed. 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 3. Election and Term of Office. The President, Vice President, Secretary, and 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 March 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 4. **Officers** shall hold office for two years from the start of their term until their earlier death, resignation, or removal.

Section 5. **Resignation.** Any Officer may resign at any time by delivering written notice to the Board. Resignations take effect immediately or at the time specified in the resignation. The acceptance of a resignation by the Board is not necessary to make it effective.

Section 6. **Removal.** Any Officer or agent appointed by the Board may be removed at any time with or without cause by the affirmative vote of a majority (greater than 50%) of the Directors in office immediately prior to any regular, special, or annual meeting where such action has been properly noticed. Such a removal is without prejudice to any contract rights of the person removed pursuant to any separate written agreement between such person and the Corporation. The appointment of an Officer or agent does not alone create or imply contract rights.

Section 7. **President.** The President shall: (a) preside at all meetings of the Board; (b) be an ex-officio voting member of all committees of the Board; and (c) be the liaison between the Board and the Executive Director.

Section 8. **Vice President.** The Vice President shall serve as the President in the event of the President's absence, death, inability or refusal to act.

Section 9. **Executive Director.** The Executive Director is the principal executive officer of the Corporation and serves at the pleasure and direction of the Board. Subject to the oversight and control of the Board, the Executive Director shall ensure all orders and resolutions of the Board are carried into effect, manage the day-to-day activities and operations of the Corporation, and perform such other duties as directed by the Board. The Executive Director has authority, subject to limitations set by the Board and applicable law, to appoint agents and hire employees of the Corporation as they deem necessary or appropriate, and to prescribe their powers, duties, and compensation in accordance with Board-adopted policies and resolutions.

Section 10. **Treasurer.** The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and all financial books, records and accounts of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; and (c) in general, perform all of the duties as, from time to time, may be assigned to him or her by the Board, (d) act as Chairman of the Finance Committee. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board determines.

Section 11. **Secretary.** The Secretary shall: (a) keep the minutes of all meetings and proceedings of the Board; (b) see that all notices are duly given in accordance with these

Bylaws or as required by law; (c) have charge of all the corporate books and records, except for such financial books and records which are the responsibility of the Treasurer; (d) have charge of the seal (if any) of the Corporation; and (e) in general, perform all of the duties as, from time to time, may be assigned to him or her by the Board.

Section 12. Additional Officers. The Board may by resolution establish such other Officers, assistant Officers, or agents as the Board deems to be in the best interest of the Corporation. Such additional officers shall perform the duties and have such authority as assigned to them by the Board in the applicable Board resolution.

Section 13. Officer Compensation and Expenses.

(a) Except as set forth in *Section 1 of this Article IV*, the Corporation shall not compensate Officers for serving as Officers; however, the Corporation may provide reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the Corporation. To the extent such other professional services are rendered by an individual who is also serving as an Officer, such individual is not precluded from receiving reasonable compensation for such other professional services simply because he or she is also an Officer. In addition, the Corporation may reimburse Officers for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Unless otherwise prescribed by law, an Officer is neither precluded from serving the Corporation in any other capacity, including as an employee, nor from receiving compensation for such other services so long as such services are in furtherance of the Corporation's exempt purposes and the compensation (i) complies with the IRC, (ii) is reasonable, and (iii) is approved by the Board in accordance with the Corporation's policies, including its conflict of interest policy.

ARTICLE V CONFLICT OF INTEREST

Section 1. Conflict of Interest Procedure. All Directors, Officers, key employees (as defined in the IRC), and members of any committee of the Board with Board-delegated powers shall conduct themselves in a manner consistent with the Corporation's conflict of interest policy, as adopted by the Board and amended from time to time. No Director, Officer or employee shall have an interest in any contract with the Corporation except as specifically approved by a majority vote of the Board of Directors.

Section 2. Annual Execution of Conflict Disclosure Statement. Each Director, Officer, key employee, and member of any committee of the Board with Board-delegated powers shall annually complete and sign the Corporation's "Annual Conflict of Interest Disclosure Statement," as adopted by the Board from time to time.

ARTICLE VI COMMITTEES

Section 1. Board Committees. The Board may create one or more special or standing committees having such powers as specified by the Board and permitted by the ANCA. The Board appoints committee members and each committee must include at least one Director, who will serve as committee chair. Committees may have other members who are not Directors.

Section 2. Committee Meetings. Committees created by the Board shall hold meetings in compliance with the Arizona Open Meeting Law for so long as, and to the extent that, it applies to Board committees.

Section 3. Powers Reserved to the Board. Committees, to the extent provided in the applicable Board resolution, may exercise any of the powers and authority of the Board, except no committee has the authority to: (i) fill vacancies on either the Board or any committee with Board-delegated powers; (ii) adopt, amend, or repeal these Bylaws or the Articles; (iii) provide for any compensation of Directors or Officers not authorized under these Bylaws; (iv) amend or repeal any Board resolution; or (v) take action either on matters where the Arizona Charter School Law requires the Board itself to act or on matters committed by the Bylaws or by Board resolution to another committee of the Board.

Section 4. Executive Committee. The Executive Committee shall consist of the President, the Vice President, Secretary, Treasurer, the Immediate Past-President, and the Executive Director. The Executive Director, 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

Section 5. Removal; Authority of the Board. The Board, with or without cause, may dissolve any committee or remove any committee member at any time. The Board fills all committee vacancies, unless provided otherwise in the committee's charter or the Board resolution establishing the committee.

Section 6. Tenure. A committee member serves until the expiration of his or her term as a committee member or until his or her earlier resignation, death, or removal.

ARTICLE VII MISCELLANEOUS

Section 1. Contracts. The Board may authorize Directors, Officers, employees, and/or agents to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, subject to these Bylaws and the Articles. Such authority may be general or confined to specific instances.

Section 2. Loans. No loans may be extended on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board. The Corporation shall not make loans to its Directors, Officers, or employees.

Section 3. Checks and Other Instruments. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by an authorized Officer or agent of the Corporation and in such manner as is, from time to time, determined by a resolution or policy adopted by the Board.

Section 4. Deposits. All funds of the Corporation not otherwise committed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Director may select.

Section 5. Fiscal Year. The Corporation's fiscal year ends on the last day of June each calendar year.

Section 6. Corporate Seal. The Board may but is not required to adopt a corporate seal. If one is adopted by the Board, the Secretary shall maintain custody of the corporate seal.

Section 7. Gift Acceptance. The Corporation may accept gifts, donations, and other bequests in accordance with the Corporation's then-existing Gift Acceptance Policy.

Section 8. Books and Records. The Corporation shall keep at its principal or registered office copies of: (i) its current Articles; (ii) these Bylaws; (iii) the Corporation's "Form

1023 – Application for Recognition of Exemption," as submitted to the I.R.S.; (iv) the Form 990 as-filed in each of the past 3 years; (v) minutes of Board proceedings and Board committee proceedings; and (vi) and such other records as may be necessary or advisable or as required by the IRC or the record retention schedules promulgated by the Arizona State Library, Archives, & Public Records (for so long as, and to the extent that, such laws and regulations apply to charter schools). All books and records of the Corporation may be inspected for any proper purpose at any reasonable time by: (i) any Director, (ii) the agent or attorney of any Director, and (iii) as otherwise required by law.

Section 9. The Board shall have an audit of the Corporations financial books and records conducted annually, by an accounting firm licensed to perform such audits by the State of Arizona.

ARTICLE VIII AMENDMENTS

Section 1. Amendment by Directors. These Bylaws may only be altered, amended, or repealed by the affirmative vote of a supermajority (75% or greater) of the Directors in office immediately prior to any regular, special, or annual meeting where such action has been properly noticed.

Section 2. Implied Amendment. Any action taken or authorized by the Board, 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 required to amend the Bylaws pursuant to *Section 1 of this Article VIII*, shall be given the same effect as though the Bylaws had been temporarily amended, but only to the extent necessary to permit the specific action taken or authorized.


**** Certification on Following Page****

CERTIFICATE

Written Consent of Directors Adopting Amended Bylaws

We, the undersigned, are all duly appointed or elected directors of Arizona School for the Arts as of the date indicated below. Pursuant to the authority granted to us as directors, we consent to and hereby adopt these Amended Bylaws for Arizona School for The Arts, An Arizona Charter School.

Dated: March 24, 2025



Heidi Jannenga (Mar 26, 2025 16:25 EDT)
Dr. Heidi Jannenga



Allison Otu


Betty Hum


Leola A. Abraham
Leola A. Abraham (May 14, 2025 15:01 PDT)
Leola Abraham

Michelle Buckley
Michelle Buckley (Jun 20, 2025 18:01 PDT)
Michelle Buckley



andrei cherny (Mar 28, 2025 19:22 EDT)
Andrei Cherny



Michelle Davidson (Mar 26, 2025 11:18 PDT)
Michelle Davidson


Carrie Larson


Lorisa Pombo (Mar 28, 2025 19:59 PDT)
Dr. Lorisa Pombo

Nonnie L. Shivers
Nonnie L. Shivers (Mar 26, 2025 11:21 PDT)
Nonnie Shivers


John Snider (May 20, 2025 11:04 PDT)
John Snider


Scott S. Stone

Annette Zinky
Annette Zinky (May 20, 2025 14:52 PDT)
Annette Zinky