BYLAWS
OF
ARIZONA AUTISM CHARTER SCHOOLS, INC.
AN ARIZONA NON-PROFIT CORPORATION

ARTICLE I.
NAME OF CORPORATION

The name of the Corporation that was duly formed and organized and filed with the Arizona Corporation Commission as an Arizona non-profit corporation is Arizona Autism Charter Schools, Inc. The Corporation shall have the right to register, copyright, or trademark the name in the state of Arizona or other areas.

ARTICLE II.
MISSION AND EXEMPT PURPOSE

The Corporation is organized only for charitable, religious, educational and scientific purposes as defined in Section 501(c)(3) of the Code, including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code.

The purpose of the Corporation is to create a school, public or private, with a focus on children with autism and to offer parents an educational option that is currently not available in the State of Arizona and many other states. In addition, the Corporation is formed to perform any and all acts that a non-profit corporation duly formed in the State of Arizona may do.

ARTICLE III
NOT FOR PROFIT CORPORATION

The Corporation is established as a not-for-profit corporation for any lawful purpose permitted under Arizona laws. The Corporation initially intends to operate a public charter school ("the Charter School") in accordance with the laws of the State of Arizona. The Corporation shall not directly or indirectly perform any act or transact any business that will jeopardize its status as a not-for-profit corporation in the State of Arizona or jeopardize any tax-exempt status of the Corporation provided under the not-for-profit corporation laws of the State of Arizona or the Internal Revenue Code of 1986, as amended ("the Code"), including the tax-exempt status of the Corporation under Section 501(c)(3) of the Code and its regulations as any of those laws and regulations may exist or may hereafter be amended. No part of the assets or net earnings of the Corporation, current or accumulated, shall inure to the benefit of any private individual except for any and all contracts that may be entered into with any individuals as provided and afforded by these Bylaws and appropriate resolutions of the Corporation's Board of Directors (the Board").

ARTICLE IV.
OFFICES

The principal office of the Corporation shall be located in the County of Maricopa, State of Arizona. The Corporation may have such other offices, either within or without the State of Arizona 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 Arizona a registered office, and a registered agent whose office is identical with such registered office, as required by the Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Arizona, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V.
MEMBERS

The Corporation shall have no members, nor shall it have any power to create or issue shares of capital stock.

ARTICLE VI.
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 Arizona.

Section 2. **Initial Board.** The initial Board of Directors shall consist of the persons set forth in the Articles of Incorporation of the Corporation. The initial Board of Directors shall manage the affairs of the Corporation. The persons appointed to serve as the initial Board of Directors, as set forth in the Articles of Incorporation of the Corporation, shall elect by majority vote the next succeeding Board of Directors of the Corporation at the first annual election set forth above.

Section 3. **Governing Board of Charter School.** The Board of Directors of the Corporation shall serve as the governing board of the charter school established by the corporation. The governing board shall operate, regulate, control and be fully responsible for the policy decisions of the charter school.

Section 4. **Number, Tenure and Qualifications.** The number of the Board of Directors/Governing Board members (the "Board") shall be seven (7). Each Director shall hold office until he or she resigns, is not re-elected, dies or otherwise vacates the office. The term of the Directors shall be staggered based on three (3) year terms of office. Each Director must be able to obtain a fingerprint clearance card from the Department of Public Safety or pass a background check allowing him/her to serve on the Board.

Section 5. **Regular Meetings.** The regular meetings of the Board shall be held as determined by the Board Members. All Board meetings shall be conducted in compliance with the Arizona Open Meeting Law.

Section 6. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any four (4) Directors. The person or person authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. All Special Meetings of the Board shall be conducted in compliance with the Arizona Open Meeting Law.

Section 7. **Notice.** Notice of all meetings shall comply with the requirements of the Arizona Open Meeting Law. All notices of meetings shall provide for an Agenda setting out the items which will be discussed and which may have action thereon.

Notice of all meetings of the Board shall be given at least twenty-four (24) hours previously thereto by written notice delivered personally or sent by mail, email, or facsimile to each Board Member at his/her 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 notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. 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 8. **Quorum.** A majority of the Board then sitting shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board are present at said meeting, a majority of the Board present may adjourn the meeting to another time.

Section 9. **Manner of Acting.** The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. The conduct of the meetings and voting on any item shall be in compliance with the Arizona Open Meeting Law.

Section 10. **Vacancies.** Any vacancies occurring in the Board or needed 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.. A Director elected to fill a vacancy shall be appointed until he or she resigns, dies or otherwise vacates the office.

Section 11. **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 12. **Conflicts of Interest.**

(a) The Board may adopt a conflicts of interest policy ("Conflicts of Interest Policy") to be followed by the members of the Board, Officers of the Corporation, and all administration employees in executing their duties. If no formal conflict of interest policy is established by the board, the provisions of this section shall apply to all Board conduct.

(b) The Conflict of Interest Policy must provide for the disclosure of any duality of interest or possible conflict of interest on the part of any Board Member and such duality of interest or possible conflict must be made a part of the record of the Corporation when the interest becomes a matter requiring Board action.

(c) No Board Member having a duality of interest or possible conflict of interest for a particular issue shall vote or use his/her personal influence relating to such issue. The minutes of any meeting where a conflict is present must reflect:

(i) That a disclosure of the conflict was made;
(ii) That the Board Member with the conflict abstained from voting; and
(iii) Any other relevant factors necessary.

(d) In the event no formal Board Conflicts of Interest Policy is adopted, the provisions contained herein in addition to all statutory provisions found in the Arizona Revised Statutes for nonprofit corporations shall constitute the Conflicts of Interest Policy of the Corporation.

(e) The Conflicts of Interest Policy shall be made available to all Board Members at the time of taking office.

ARTICLE VII.
OFFICERS

Section 1. **Officers.** The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers 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/Governing Board at a regular scheduled 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. 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 may be removed by the Board whenever, in the judgment of the majority of the Board members, the best interests of the Corporation would be served thereby with or without cause, but such removal shall be without prejudice to the independent 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. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instrument 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 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 a President and such other duties as may be prescribed by the Board from time to time.

Section 6. **Vice-President.** In the absence of the President, or in the 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 the Board.

Section 7. **Treasurer.** If required by the Board, 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 shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; 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 depositaries 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.

Section 8. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board 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, 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 her by the President or by the Board.

Section 9. **Assistant Treasurers and Assistant Secretaries.** If required by the Board, 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 VIII.
COMMITTEES

Section 1. **Committees of Directors.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing by Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. **Other Committees.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the Board in the same manner as appointments are made whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

Section 3. **Term of Office.** Each member of a committee shall continue until the Board terminates or dissolves the Committee, or unless such member be removed from such committee.

Section 4. **Chairman.** One of the Board members sitting on the committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

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 the resolution of the Board of Directors designating a committee, 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. All meetings related to the policy decisions of the charter school must follow the Arizona Open Meeting Law, if applicable.

ARTICLE IX.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.** The Board 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 officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument 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 depositaries as the Board may select.

Section 4. **Gifts.** The Board 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 so long as said gift does not affect the exempt status of the Corporation.

ARTICLE X.
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 and committees having any of the authority of the Board, 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.

ARTICLE XI.
FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE XI.
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, nor shall any of its funds be used to support or oppose any political issue or candidate or do any other acts which could endanger its qualification as a not-for-profit corporation in the State of Arizona or its tax-exempt status as a 501(c)(3) corporation under the Code.

ARTICLE XII
CORPORATE SEAL

No Corporate Seal is required, however if the Board require one, the Corporate seal, shall be in such form as shall be approved from time to time by the Board.

ARTICLE XIII
PROHIBITION AGAINST PRIVATE INUREMENT

Section 1 – Net Earnings. No Director, Governing Board member, officer, employee of the Corporation, member of a committee of the Corporation, nor any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation. This preclusion doe not affect reasonable compensation for services rendered; provided, however, that compensation shall not be paid if such payment would constitute an act of self-dealing or would result in the termination of the Corporation's tax exempt status under Section 501(c)(3) of the Code.

Section 2 – Dissolution. No Director, Governing Board member, officer, employee of the Corporation, member of a committee of the Corporation, nor any other private individual shall be entitled to share in the distribution of any of the corporate assets in the event of the Corporation's dissolution. All Board Members shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the Corporation's affairs, whether voluntary or involuntary, all of the Corporation's assets remaining after all debts have been satisfied shall be distributed exclusively to other tax-exempt corporations, as permitted by applicable law.

ARTICLE XIV
INDEMNITY

Section 1. Any person made a party to any action, suit, or proceeding, by reason of the fact that he or she is or was a Director, Governing Board member, or officer of the Corporation, shall be indemnified by the Corporation against reasonable expenses, including such attorney's fees actually and necessarily incurred by them in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein. This indemnification shall not apply to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such Director, Governing Board member, or officer is liable for gross negligence or willful misconduct in the performance of his/her duties the even that there is a finding of gross negligence or willful misconduct in the performance of duties, the Director, Governing Board member or Officer shall repay the Corporation for any amounts paid under this indemnification provision.

Section 2. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, Governing Board member, or officer may be entitled by insurance obtained by the Corporation or other assistance or by applicable law.

Section 3. The foregoing right of indemnification shall not apply in any circumstance where the indemnification would adversely affect the tax-exempt status of the Corporation, as determined by the Board, in its sole discretions after consultation with legal counsel or where an action is being brought by the Corporation against the individual.

ARTICLE XV.
AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Directors at any regular meeting or at any special meeting, if at least two (2) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

No amendment may adversely affect the Corporation's purpose, amend the Articles of Incorporation or the by-laws relating to the Corporation's tax-exempt status under Section 501(c)(3) of the Code, amend the Articles of Incorporation or the by-laws to confer upon the Board benefits that would defeat or adversely affect the Corporation's tax-exempt status under Section 501(c)(3) of the Code, or amend Section 5.4 in an way to defeat or adversely affect the Corporation's tax-exempt status.

These Bylaws adopted by the Board of Directors of the undersigned company effective 25th day of June, 2012.

By: _____
Board President

By: _____
Secretary