Revised 4/27/10 and 6/24/10

BYLAWS

OF

BASIS SCHOOL, INC.
An Arizona Nonprofit Corporation

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ARTICLE 1

OFFICES AND CORPORATE SEAL

1.1 **Principal Office**. The principal office of the Basis School, Inc., an Arizona nonprofit corporation (the "Corporation") shall be its known place of business in Tucson, Arizona

1.2 **Offices.** The Corporation also may maintain offices at such other place or places, either within or without the State of Arizona, as may be designed from time to time by the Board of Directors and the business of the Corporation may be transacted and such other offices with the same effect as that conducted at the principal office.

1.3 **Corporate Seal**. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but one may be used if the officers or the Board of Directors so decide.

ARTICLE 2

PURPOSES

2.1 **Charitable Purposes.** The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, initially being organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

2.2 **Schools; School Boards; Advisory Boards; and Oversight Committees** Among its activities, the Corporation will develop and operate one or more schools, either within or without the State of Arizona. Each such school shall be provided with such means of oversight and direction as the Corporation's Board of Directors may prescribe from time to time, which may include School Boards or advisory or oversight committees established and appointed by the Board of Directors, and operating under such regulation of authorities and duties as the Board of Directors may provide.

2.2.1 **Arizona Charter Schools**. For such of the schools as are charter schools within the meaning of Arizona Revised Statutes section 15-183, the foregoing provisions of this section 2.2 are modified as follows: each such school holding a separate charter in Arizona shall be provided with a School Board consisting of not less than seven (7) voting members, which School Board shall constitute the governing body for the charter school that is responsible for the policy decisions of the charter school, within the meaning of A.R.S. 15-183, subd. E.8. Both voting and non-voting members of such School Boards shall be appointed by the Corporation's Board of Directors, for

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such terms and upon such conditions as the Directors may establish; provided, however, that not more than three (3) of the voting members of any one such School Board may simultaneously be members of the Corporation's Board of Directors; and provided further that, notwithstanding such terms and conditions, or other provisions as may be adopted to regulate such School Boards by the Corporation's Board of Directors, each such School Board shall retain the responsibility for the policy decisions of its respective charter school within the meaning of A.R.S. 15-183, subd. E.8. Meetings of such School Boards shall be conducted in accordance with the applicable provisions of the Arizona public meeting law.

2.3 **Dividends Prohibited .** The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or will inure to the benefit of, its directors or officers or other private individual; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or directors of the Corporation and reimbursement of expenses incurred in connection therewith.

ARTICLE 3

MEMBERSHIP

The Corporation will not have members.

ARTICLE 4

DIRECTORS

4.1 **Number; Chairman**. The board of directors shall consist of not less than three (3) persons nor more than nine (9) persons as determined by the board. The directors may choose from among their number a Chairman of the Board, who shall preside at the meetings of the board.

4.2 **Vacancies**. Vacancies and newly created directorship resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of remaining directors then in office, though not less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner replaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute,

4.3 **Powers**. The business and affairs of the Corporation shall be managed by its Board of Directors.

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4.4 **Place of Meeting**. The Board of Directors of the Corporation may hold meetings, both regular, and special, either within or without the State of Arizona. Such may be held by mean of conference telephone or similar communications equipment by means of which all persons participation in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

4.5 **Annual Meeting**. The annual meeting of the board of directors shall be held before July 1 or at such other date and time as shall be designated by the Board of Directors and stated in the notice of meeting. Notice to the current Board of Directors of each annual meeting shall be given by the secretary by mail, telephone, e-mail or telegram and shall be given at least ten (10) days and not more than fifty (50) days prior to such meeting. At the annual meeting, the current Board of Directors shall elect successor directors who shall immediately assume duties as directors. No notice shall be necessary to the newly constituted Board of Directors in order for the meeting legally to constitute the annually meeting, provided that the quorum of the newly constructed Board of Directors shall be present. At its annual meeting, the newly constructed Board of Directors shall elect the officers of the Corporation and may transact any other business, which may properly come before it. If a quorum of the newly constructed Board of Directors is not present, the annual meeting will be held as soon as practicable after the new directories are elected.

4.6 **Regular Meetings**. Regular meetings or the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

4.7 **Special Meetings**. Special meetings of the Board may be called by the president or Chairman of the Board or the secretary on ten (10) days notice to each director, either personally, by e-mail, by mail, by telegram or by telephone. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of any director, The time and place of each special meeting shall be determined by the president, but in the case of meeting called upon the request of a director the time of such meeting shall be no later than the expiration of a ten (10) day period following the date of such request or such longer period as may be specified in the request.

4.8 **Quorum**. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present may adjourn the meeting to another time or place, without a notice other than announcement at the meeting, until a quorum shall be present.

4.9 **Action without Meeting**. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a

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meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

4.10 **Waiver Notice**. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

4.11 **Compensation**. The amount or rate of such compensation of members of the Board of Directors or of committees shall be established by the Board of Directors and shall be set forth in the minutes of the board.

ARTICLE 5

OFFICERS

5.1 **Designation of Titles**. The officers of the Corporation shall be chosen by the Board of Directors and shall be a president, a secretary and a treasurer. The Board of Directors also may choose one or more vice presidents, one or more assistant secretaries and assistant treasurers and an Executive Director, Any number of offices, except the offices of president and secretary may be held by the same person, unless the Articles of Incorporation or these Bylaws provide otherwise.

5.2 **Appointment of Officers.** The Board or Directors at each annual meeting shall elect a president, a secretary and a treasurer, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other officers and agents as it shall deem necessary to hold office at the pleasure of the Board of Directors and to exercise such powers and performs such duties as shall be determined from time to time by the board

5.3 **Salaries** The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented form receiving such salary by reason of the fact that he is also a director of the Corporation.

5.4 **Term.** The officers of the Corporation shall hold office until their successors are chosen and qualify on their stead. Any officer elected by the Board of directors may be removed at any time by the board of directors~~,~~. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

5.5 **President**. The president shall function as the Chief Executive Officer of the Corporation. He or she shall sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on the behalf of the Corporation, and shall act as operating and directing head of the Corporation, and all of

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its constituent activities, including the operation of BASIS schools, subject to the general management of the Corporation's Board of Directors and to policies, procedures, and limitations established by the Board of Directors in these by-laws or otherwise. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors.

5.6 **Secretary.** The secretary shall see that the minutes of all meetings of the Board of Directors and of any standing committees are kept. He or she shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him or her or when instructed by the Board. He or she shall give or cause to be given required notices of all meetings of the Board of Directors. He or She shall have charge of all books and records of the Corporation, except the books of account, and in general shall perform all duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her by the Board of Directors.

5.7 **Treasurer.** The treasurer shall have general custody of all the funds and securities of the Corporation. He or she shall see to the deposit of the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his direction and supervision, and he or she shall render financial statements to the president and Directors at proper times. The treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. He or she shall give to the Corporation such fidelity bond as may be required by the Board and the premium paid by the Corporation as an operating expense. He or she shall see that the Corporation properties are adequately insured against liability.

ARTICLE 6

COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution passed by a majority of the whole Board designate one (1) or more committees, to consist of two (2) or more members of the Directors of the Corporation. Any such committee, to the extent provided in the resolution, and as otherwise restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that in the absence of disqualification of any member of such committee or committees, the member or members thereof present at any meeting not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

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ARTICLE 7

NONDISCRIMINATION POLICY STATEMENT

It shall be the policy of the Corporation and of any school operated by the Corporation that such school shall admit students of any race, color, national**,** and ethnic origin to all the rights**,** privileges, programs**,** and activities generally accorded or made available to students at such school. No school shall–discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school- administered programs. The Corporation shall make its nondiscrimination policy known to all segments of the general community served by the schools at least annually, strictly in accordance with the broad dissemination standards as set forth by relevant publication of the Internal Revenue Service÷**;** and shall further strive to include notice of its said policy in all brochures, catalogues and advertising dealing with student admissions, program, and scholarships. The Corporation shall monitor compliance with said policy to ensure its application to the Corporation**'s** activities, and shall also keep records concerning the racial composition of its student body, faculty, and staff, as well as its racially nondiscriminatory policy, including records of the publication of that policy, in accordance with the requirements of the Internal Revenue Service.

ARTICLE 8

REPEAL ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted at any time, only by a majority of the board of directors.

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