BYLAWS

OF

CREATE ACADEMY

ARTICLE I
NAME; OFFICES; REGISTERED AGENT

Section 1. Name. The name of this Corporation is "Create Academy" (the "School").

Section 2. Principal Office. The School may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The School 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 pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the School shall be managed by its Board of Directors (the "Board").

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board from time to time and shall serve for the term provided in Section 4 of this Article.

(b) Qualifications. Directors must be more than eighteen (18) years of age. Each Director must pass a background check, or other regulatory inquiries, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the School or its activities, as amended from time to time, which shall include as a minimum, a fingerprint check showing no criminal record exists which could adversely affect the School or its operation. Directors must, in the opinion of the Board, possess experience and qualifications that further the Board's commitment to the educational and operational purposes of the School.

(c) Ex Officio Director. Both the Director of Elementary Education and the Director of Secondary Education of the School shall be ex officio Directors with voting rights. The ex officio Directors shall be included in the total number of Directors authorized in subsection (a) above.

Section 3. Election of Directors.

(a) Initial Directors. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual meeting of the Board.

(b) Successor Directors. Successor Directors, other than any ex officio Directors who shall serve as directors automatically by virtue of their office, shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board in the year a vacancy will occur.

Section 4. Term of Office. Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of, as nearly as possible, an equal number of directors. The directors of the first class shall hold office for an initial term of one (1) year, the directors of the second class for an initial term of two (2) years, and the directors of the third class for an initial term of three (3) years. At the close of each annual meeting of this School, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of directors.

Section 5. Compensation. Except for Directors who are also full-time staff members, Directors of the School shall not receive compensation for serving as directors, but may receive reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the School. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

Section 6. Resignation. A Director may resign at any time by filing a written resignation with the Director of Elementary Education, the Director of Secondary Education, or the Secretary of the School.

Section 7. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this School either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a director; provided, however, that for the purpose of counting term limits, the newly elected director's term will be counted as beginning on the date of the first annual meeting following his or her election.

ARTICLE III
MEETINGS OF THE BOARD

Section 1. Place of Meetings. All meetings shall be held at a location compliant with Arizona Open Meeting Law which may include the principal office of the School or any other place sufficient to accommodate all interested persons and located within a reasonable distance from the School.

Section 2. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the Director of Elementary Education and the Director of Secondary Education determine as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors shall elect new Directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 3. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board to be held at a fixed time and place provided notice of all such meetings are posted in accordance with Arizona Open Meeting Law.

Section 4. Special Meetings. Special meetings of the Board may be held at any time and for any purpose or purposes, unless otherwise prescribed by the ANCA or Arizona Open Meeting Law, on call of the Director of Elementary Education, the Director of Secondary Education, or the Secretary, and shall be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

Section 5. Notice and Waiver of Notice.

(a) Open Meeting Law. All official actions and deliberations of the Board shall take place at a meeting open to the public in compliance with Arizona Open Meeting Law, ARS 38-431 through 38-431.09 (the "Arizona Open Meeting Law"), for so long as Arizona Open Meeting Law applies to charter schools such as the School, except in cases where and to the extent, Arizona Open Meeting Law authorizes the Board to meet in executive session.

(b) 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 Arizona Open Meeting Law.

(c) Recurring Notice. Recurring Notice 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 shall state such along with the legal justification for entering executive session. Such notice shall be made publicly available and delivered to each Director at least twenty-four (24) hours prior to the meeting and shall be in accordance with the School's permanent notice. In the event of an actual emergency as considered by Arizona Open Meeting

Law, the School will post notice of the meeting as soon as possible under the circumstances, but no later than twenty-four (24) hours after the meeting.

(d) Methods of Giving Notice. Notice of any meeting of Directors, and any other notice required to be given under these Bylaws, the ANCA, or Arizona Open Meeting Law shall be posted on the school's website, physically posted in a publicly accessible space, and may additionally be communicated through locally circulated publications, in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier.

(e) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Arizona Open Meeting Law, ANCA, or under the provisions of the Articles of Incorporation or Bylaws of the School, the attendance of a Director at a meeting shall constitute 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 the meeting is not lawfully called or convened.

Section 6. Appearing by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board through the use of the telephone or any other means of communication by which all participating Directors and the public present may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 7. Quorum. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Board shall not discuss, deliberate, propose, or take any action with less than a quorum of Directors present. If less than a quorum is present when a meeting is convened, or if a quorum is lost due to the departure of one or more directors, the meeting is automatically adjourned.

Section 8. Manner of Acting. At any meeting of the Board, every Director entitled to vote shall have one vote. The act of fifty-one percent (51%) of the Directors 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 the ANCA, or the Articles of Incorporation or Bylaws of the School.

Section 9. Presumption of Assent. A Director of the School who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the School immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Minutes and Tracking Systems. Written minutes of the business conducted at meetings of the Board shall be kept and retained at the School's principal office, held open for inspection by any director at all reasonable times, and made publicly available in accordance with Arizona Open Meeting Law. The School also shall establish a system for tracking Board

approvals and disapprovals, and to provide the Board with a tool for confirming subsequent actions and policies taken in response to Board decisions.

Section 11. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any director delivered to the Director of Elementary Education or the Director of Secondary Education, the Board shall, within thirty (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 deadlock persists for a period not to exceed sixty (60) days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue upon which the Board is deadlocked such decision shall be binding on the School and on each Director.

ARTICLE IV
OFFICERS

Section 1. Number. The principal officers of the School shall be a Director of Elementary Education, a Director of Secondary Education, a Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. Both the Director of Elementary Education and the Director of Secondary Education shall be ex officio voting members of the Board.

Section 2. Election and Term of Office. The officers of the School shall be elected each year by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to either the Director of Elementary Education or the Director of Secondary Education, the Secretary, the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, whenever in its judgment the best interests of the School will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An affirmative vote of a two-thirds super-majority (67%) of the Board shall be required to remove either the Director of Elementary Education or the Director of Secondary Education. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. Chair of the Board. The Chair of the Board shall call and preside at all meetings of the Board, shall be, ex officio, a voting member of all committees of the Board, and shall be the liaison between the Director of Elementary Education, the Director of Secondary Education, and the Board.

Section 7. Executive Directors. The Executive Directors of the School are the Director of Elementary Education and the Director of Secondary Education. Subject to Board oversight, the Director of Elementary Education and the Director of Secondary Education shall jointly plan and develop the academic program of the School for all grades and shall jointly supervise and control the School's operations. Jointly with the Director of Secondary Education and subject to rules prescribed by the Board, the Director of Elementary Education shall have authority to appoint agents and employees of the School, to prescribe their powers, duties, and compensation, and to delegate them authority. Such agents and employees shall hold office at the joint discretion of the Director of Elementary Education and the Director of Secondary Education. Their duties are further defined as follows:

(a) Director of Elementary Education. Subject to Board oversight, the Director of Elementary Education shall supervise and implement the School's academic program for the School's early grades, including grades kindergarten through six (6). In general, the Director of Elementary Education shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

(b) The Director of Secondary Education. Subject to Board oversight, the Director of Secondary Education shall supervise and implement the School's academic program for the School's later grades, including grades seven (7) through twelve (12). In general, the Director of Secondary Education shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the School if one is authorized by the Board, in which case the Secretary shall see that the seal of the School is affixed to all documents the execution of which on behalf of the School under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Director of Elementary Education and the Director of Secondary Education or by the Board.

Section 9. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 10. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant

or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 11. Compensation. Officers of the School, other than the Director of Elementary Education and the Director of Secondary Education who are full-time staff members, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the School. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE V
CONFLICT OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, Officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers, on behalf of the School, shall conduct him or herself in a manner consistent with the School's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, Officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the form of the School's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE VI
COMMITTEES

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one or more Directors of the School. Meetings of the Board Committees shall always be held in compliance with Arizona Open Meeting Law.

Section 2. Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 3. Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee; provided, however, such non-Director shall have no right to vote on any question that would create a binding obligation of the School.

Section 4. Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

Section 5. Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the School, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

Section 6. Committee Rules. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws, and Board applicable resolutions.

ARTICLE VII
INDEMNIFICATION

The School shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the School to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the School. The School may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, Board resolution, the ANCA or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

ARTICLE VIII
SCHOOL POLICY COUNCIL

There may be an advisory group known as the School Policy Council ("Council") consisting of non-directors selected by both the Director of Elementary Education and the Director of Secondary Education from time to time. The members of the Council may include individuals with education and business backgrounds as well as parents or guardians of current or former students. The Council will consult with and advise the Director of Elementary Education and the Director of Secondary Education on educational, student, extra-curricular, instructional, administrative, and other issues facing the School. The Council shall not have the authority to set policy or to bind the School and shall not advise the Board.

ARTICLE IX
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the School shall end on the last day of June of each year.

Section 2. Books and Records. The School shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each Officer; and such other records as may be necessary, advisable or required by the Records Retention and Disposition for Arizona School Districts or the State Public Records Law (A.R.S. Sections 39-121 through 30-122), for so long as such laws and regulations apply to charter schools. All books and records of the School may be inspected, for any proper purpose at any reasonable time, by: (i) any Director; (ii) the agent or attorney of such Director; and (iii) as otherwise required by law.

Section 3. Corporate Acts. The Director of Elementary Education, the Director of Secondary Education, and the Chair shall each have authority to sign, execute, and acknowledge on behalf of the School, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the School's regular business, or which shall be authorized by resolution of the Board. Except as otherwise provided by the ANCA or directed by the Board, the Director of Elementary Education and the Director of Secondary Education may jointly authorize in writing any officer or agent of the School to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the School is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the School, provided, however, that an attestation is not required to enable a document to be an act of the School.

Section 4. Loans. No monies shall be borrowed on behalf of the School and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the School, not otherwise employed, shall be deposited from time to time to the credit of the School in such banks, investment firms or other depositories as the Board may select.

ARTICLE X
PROHIBITION AGAINST DISCRIMINATION

The School shall not discriminate on the basis of race, sex, age, national or ethnic origin or religion in the administration of its educational policies, admissions policies, athletic or other school-administered programs or employment policies.

ARTICLE XI
AMENDMENTS

Section 1. By the Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a two-thirds super-majority (67%) of the Directors then in office at any regular or special meeting thereof.

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 so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the 6th day of April, 2014, by the Board of Directors of Create Academy.

Rebecca Halonen, Secretary