ORGANIZATIONAL BY-LAWS
FOCUS EDUCATION SERVICES

ARTICLE I - NAME

The name of the corporation shall be FOCUS EDUCATION SERVICES (FES). The Corporation shall have the right to register, copyright, or trademark the name in the State of Arizona.

ARTICLE II - OFFICES

The principal office of the Corporation shall be located at 465 N. Bluejay Dr. Gilbert, AZ. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE III - NOT FOR PROFIT CORPORATION

The Corporation is established as a not for profit corporation for the purposes of operating a public 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 public school in the State of Arizona or to jeopardize any tax-exempt status of the Corporation provided under the not for profit corporation laws of the State of Arizona and any Internal Revenue laws, including the tax-exempt status of a corporation under Section 501(c)(3) of the Internal Revenue 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 By-Laws and appropriate resolutions of the Corporate Board.

ARTICLE IV - EDUCATIONAL PURPOSES

The Corporation shall operate a Charter School in the State of Arizona pursuant to A.R.S. § 15-181, et. seq. The purpose of the Corporation is to provide and maintain a safe and resourceful environment where students in grades nine through twelve can gain the knowledge and skills necessary to obtain gainful employment, nurture meaningful relationships, and appreciate their place in this world as a whole.

ARTICLE V – GOVERNING STRUCTURE

(a) FES Shall be governed by a Corporate Board of Directors. In the event that a Corporate Board of Directors does not exist (i.e. it has not yet been established), FES shall be governed by a Principal Director. The role of Principal Director and Corporate Board of Directors is identical. The Corporate Board of Directors of FES is responsible for corporate policy and for operations of the corporation including the charter schools. The Corporate Board of Directors has the general charge of the affairs, property and assets of the corporation, including setting school policy, and the implementation of fiscal management policies and procedures. The corporation may appoint

additional principals or members to act as officers, agents, committees, and board members as it deems necessary, appropriate, or proper.

(b) FES schools will be governed by a Governing Board for the Schools. Pursuant to ARS 15-183, this board is responsible for the policy decisions of the charter schools. The school's governing body will provide knowledgeable oversight of the school's operations, financial matters, and student growth and achievement to the Corporate Board of Directors. In cooperation with the Corporate Board, the School Governing Board will provide strategic direction for the school, nurture strong school leaders, and ensure the school's financial and legal security.

ARTICLE VI – CORPORATE BOARD OF DIRECTORS

Section 6.1 - Name, Numbers, Election and Term of Office:

(a) The Corporate Board of Directors shall oversee the Governing Board for the Schools.
(b) The number of Directors of this Corporate Board shall be five (5), provided that said number may be changed by an amendment to the By-laws, duly adopted by the Board of directors.
(c) The Founders of the Corporation shall be the initial Board of Directors. Additional members of the Board of Directors shall be sought from the community. Except as may otherwise be provided in the Articles of Incorporation or appropriate laws, any new members of the Board of Directors shall be elected by a majority vote of the votes cast at a regular or special meeting to be held by the Directors, present in person or by proxy, that are entitled to vote in the election. Entitlement to vote in any such election shall be limited to Directors that serve as least one month prior to any election held to elect members to the Board. Vacancies in the Board of Directors shall be filled as prescribed in these by-laws.
(d) Each Director who is not personally liable in connection with the school (by contract or otherwise), shall hold office for a period of one (1) year, and until his/her successor is elected and qualified, or until his/her prior death, resignation, or removal. Any director personally liable in connection with the school (by contract or otherwise), shall hold office until the director's personal liability is extinguished, or satisfied by surety.

Section 6.2 - Qualifications:

(a) Each member of the Board of Directors must be over the age of eighteen (18).
(b) Each member must be able to pass a background check as requested by the Department of Education and any appropriate sponsoring board of the Corporation, which will include as a minimum, a fingerprint check showing that there exists no criminal record which could adversely affect the Corporation or its operation as a charter holder.
(c) Each member of the Board of Directors must establish that each such Director possesses significant experience and qualifications to further the Board of Directors' commitment to the educational purposes and vision and mission of the Corporation as set forth herein including, without limitation, educational, managerial and fund-raising skills.

Section 6.3 - Duties and Powers:

The Board of Directors shall appoint and be responsible for the authorization, oversight, and, when required, ratification of acts to be carried out for the Charter School being operated by the Corporation. The Board of Directors shall be responsible for the ratification of the acts of the Administration of School Directors and the performance of any and all other acts required to be performed by the Board of Directors by state or federal statute and the Charter Contract entered into by the Sponsoring Board pursuant to Arizona Charter School Law, ARS § 15-181 et. seq. The Board of Directors shall preserve the nonprofit status of the Corporation by the observance of prudent fiscal and monetary controls herein set forth. The Corporation, by and through the Board of Directors, shall not:

(a) Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest;
(b) Pay any compensation in excess of a reasonable allowance for salaries or other compensation for services rendered;
(c) Make any part of its services available on a preferential basis;
(d) Make any substantial purchase of its securities or any other property, for more than adequate consideration in money or for other consideration for a value that can be established in terms of money's worth;
(e) Sell any substantial part of its securities or any other property, for less than an adequate consideration in money or for other consideration for a value that can be established in terms of money's worth.

Section 6.4. Absence:

Each Board member is expected to communicate with the Principal-Director/Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from two regularly scheduled, non-special Board meetings per calendar year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board votes to retain that director by a majority vote.

Section 6.5 - Manner of Acting:

(a) Except as otherwise provided by these By-laws, at all meetings of the Board of Directors, each member of the Board, present in person, telephonically, or via the Internet, shall have one vote.
(b) Except as otherwise provided by statute, the Articles of Incorporation, or these By-laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any act authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors.

Section 6.6 - Director Deadlock:

In the event of a deadlock on any substantial matter affecting the corporate activities, the directors shall appoint a mutually agreed upon third party neutral to aid the directors in facilitating the decision making process. In the event deadlock persists, the directors shall promptly refer the issue to the Arizona Dispute Resolution Association or another suitable dispute resolution service and request the appointment of a mediator who shall facilitate discussions and encourage pursuing solutions. If mediation fails and deadlock persists, the directors shall agree upon a third party neutral arbitrator who shall have the authority to issue binding decisions on issues at deadlock.

(a) Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors shall be filled by a majority vote of the votes cast at a regular or special meeting by the Directors, present in person, telephonically, or via the Internet, that are entitled to vote in the election.

(b) Vacancies occurring by reason of the death, resignation, disqualification, removal, or any inability to act of any Director, or otherwise, shall be filled by a majority vote of the votes cast at a regular or special meeting by the Directors, present in person, telephonically, or via the Internet that are entitled to vote in the election, as a means to fill the unexpired portion of the term of any such vacancy.

Section 6.7 - Resignation:

Any Director may resign at any time by giving written notice to the Chairman of the Board of Directors or the Secretary of the Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt of such notice by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 6.8 - Removal:

(a) Any director who is not personally liable in connection with the school (by contract or otherwise) may be removed from the Board of Directors with or without cause at any time by a resolution and vote of a two-thirds (2/3) of the directors entitled to vote who are present in person, or by proxy, cast at a regular meeting or special meeting convened for that purpose.

(b) Any director personally liable in connection with the school (by contract or otherwise), may not be removed from their position as director until the director’s personal liability in connection with the school is extinguished, or satisfied by surety.

Section 6.9 – Salary:

No salary shall be paid to Directors of the Corporation, as such, for their services, but by resolution of the Board of Directors, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; provided, nothing herein contained shall be construed or interpreted to prevent any person serving as a director of the Corporation from also serving as an officer or employee of the corporation and receiving a salary or other compensation for that position.

Section 6.10 – Contracts:

(a) No contract or other transaction between the Corporation and any other corporation shall be impaired, affected, and/or invalidated nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors of the Corporation may be interested in any such other corporation or may serve as a director or officer of any such other corporation or of other corporations, provided that such other interests or involvements with such other corporation or corporations or other relevant material facts are disclosed in writing to the Directors including, without limitation, the nature of such Director's involvement with such other corporation or corporations including, without limitation, such Director's ability to influence the action of such other corporation or corporations, and any tangible or intangible benefit or profit that may accrue to such Director as a result of any contract or transaction between the Corporation and any other Corporation or corporations. In addition, the contract or transaction must be fair and reasonable to the Corporation when it is authorized, approved and ratified in accordance with the following paragraph.
(b) Any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Director shall be liable in any way by reason of such interest, provided that the fact of an interest be disclosed or made known to the Board of Directors, provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote of a majority of the voting members. Such Director or Directors may be counted in determining the presence of a quorum at the meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would be otherwise valid under the law (common, statutory, or otherwise) applicable thereto.

Section 6.11 - Conflicts of Interest:

(a) The Board of Directors of the Corporation shall adopt a Conflict of Interest Policy to be followed by the members of the Board of Directors in executing their duties.
(d) In the event no formal Board of Director Conflict of Interest Policy is adopted, it shall be deemed that all statutory provisions found in the Arizona Revised Statutes for Non-profit Corporations shall constitute the Conflict of Interest Policy of the Corporation.
(e) New Directors of the Corporation shall be informed and advised of the Board's Conflict of Interest Policy prior to entering or assuming the duties of his/her office.

Section 6.l2 - Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board present at a duly-authorized meeting, may from time to time designate from among its members in executive committee, and may also designate from among its members and non-members, such other committees as the Board of Directors may deem desirable, each consisting of three (3) or more Board members, with such powers and authority (to the extent permitted by law) as may be provided in such a resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE VII - MEETINGS OF THE DIRECTORS

Section 7.1 - Annual Meetings:

The annual meeting of the Board of Directors of the Corporation shall be held at a time designated by the Board of Directors, for the purpose of electing the Directors, voting on a budget, and transacting such other business as may properly come before the meeting.

Section 7.2 - Regular Meetings:

The Board of Directors shall hold regular meetings, which must be scheduled at least quarterly, at a place and time to be determined by the Board of Directors. All Directors shall be given notice of such regular meetings upon determination of the schedule.

Section 7.3 – Special Meetings:

Special meetings of the Directors may be called at any time by the President, the Board of Directors, by the Chairman of the Board, by the Secretary if he/she has received a written request of two (2) members of the Board of Directors, or as otherwise required under the provisions of appropriate laws. All meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other places as designated in the notice or waiver of notice of such a meeting or meetings.

Section 7.4 - Notice of Meetings:

(a) Notice of all meetings, including annual, monthly. and special meetings, shall specifically set forth an agenda for said meeting.
(b) Except as otherwise provided by statute, written notice of each meeting of the Board of Directors, whether annual or special, stating such time when and place where it is to be held, shall be served either personally or by email not less than Twenty-four (24) hours before the meeting to all board members. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the Director or officers calling the meeting.
(c) Notice is deemed to have been received upon the date and time the email is sent or the date and time the notice is delivered in person.
(d) Notice of any regular or special meeting shall not be required to be given to any Director who shall attend such a meeting without protesting prior thereto or at its commencement the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.
(e) Meetings may be conducted by consent without the requirements of notice if all directors execute a duly authorized minute entry reflecting consent to the actions.
(f) Meetings may be conducted telephonically or via the Internet, so long as all relevant parties are informed of the need or existence of the non-personal attendance.
A facilitator from among those Directors present at all meetings shall preside as Chairman for such meetings or adjournments.

Section 7.5 Quorum:

(a) Except as otherwise provided herein, or by statute, at all meetings of the Board of Directors, the presence at the commencement of such meetings of the Directors, in person or by proxy, which attains a majority of the total number of the Directors entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal Director after the commencement of any meeting shall have no effect on the existence of a quorum, after a quorum has been established at such a meeting.

(b) Despite the absence of a quorum at any annual meeting or special meeting of the Directors, the Directors, by a majority of the votes cast by the Directors entitled to vote thereon, may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called.

Section 6.8 - Voting:

(a) Except as otherwise provided by statute, the Articles of Incorporation, or By-laws, any corporate action, other than the election or removal of Directors or officers, and voting on amendments to the Articles of Incorporation or By-laws, taken by at vote of the Directors shall be authorized by a majority of the votes cast at each meeting.

(b) Each Director is entitled to one vote which may be cast in person, telephonically, or via the Internet.

Section 7.6 - Conduct of Meeting:

A duly adopted agenda for each meeting shall be prepared by the President, or other designated Director or officer. The meeting shall be conducted in accordance with the agenda. The President or any Chairman of the meeting shall have the right to limit discussion on any particular item and shall have the right to provide time limits for any party wishing to speak on any appropriate point. Meetings shall be conducted in accordance with respect and harmony at all times, and to maintain a positive yet responsive environment.

ARTICLE VIII - OFFICERS

Section 8.1 - Name, Numbers, Election and Term of Office:

(a) The officers of the Corporation shall consist of the President, Secretary, and Treasurer of the Corporation, and any such other officers as the Board of Directors may from time to time deem acceptable. Officers of the Corporation need not be Directors of the Corporation. Any two or more offices may be held by the same person.

(b) All the officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors or at any other meeting established for this purpose.

(c) Each officer shall hold office until the meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation, or removal.

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary

of the Corporation. Unless it is otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 8.2 - Removal:

(a) Any officer who is not personally liable in connection with the school (by contract or otherwise) may be removed from office with or without cause at any time by a resolution and vote of a two-thirds (2/3) of the Directors entitled to vote who are present in person, or by proxy, cast at a regular meeting or special meeting convened for that purpose.
(b) Any officer personally liable in connection with the school (by contract or otherwise), may not be removed from their office until the personal liability in connection with the school is extinguished, or satisfied by surety.

Section 8.3 - Vacancies:

A vacancy in any office by reason of death, resignation, the inability to act, or any other cause whatsoever, may at any time be filled for the unexpired portion of the term by the Board of Directors.
(a) The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors, and shall have general charge of the Corporation's business, and supervision of its affairs. The President shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the Corporation and make due reports to them.
(b) In addition to the powers and duties elsewhere provided in these By-laws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature.
(c) Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these By-laws, or as may at any time be assigned by the Board of Directors.

Section 8.4 - Powers and Duties of the Treasurer:

(a) The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision authority over the Corporation's finances.
(b) Duties of the Treasurer include the care of, and responsibility for, all moneys, securities, evidences of value and corporate instruments of the Corporation, and supervision of the officers and any other persons authorized to deposit, handle, and disburse any funds, ensuring retention of information as to whether all deposited have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the Corporation, its accounts, assets, liabilities, and financial condition, which shall at all times be open to the inspection of the Directors, and such statements and reports as are required of him/her by law.
(c) To the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent

with these By-laws; or as may at any time be assigned to the Treasurer by the Board.

Section 8.5 - Powers and Duties of the Secretary:

(a) The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors; Shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the Corporation or of the Secretary by law. The Secretary shall attest by signature to all instruments duly authorized and requiring the same.
(b) The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these By-laws, as may be at any time assigned by the Board of Directors.

Section 8.6 - Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee, or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the very faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his/her hands. Such requirements herein set forth shall be in accord with all appropriate laws.

ARTICLE IX - GOVERNING SCHOOL BOARD

(a) The Governing School Board shall operate under the direction and supervision of the Corporate Board. All policies set forth in articles V – VIII for the Corporate Board shall duly apply to the Governing School Board, unless such policy is in direct conflict with the Corporate Board.
(b) A member of the Governing School Board may be removed by a majority vote of the Corporate Board.

ARTICLE X - ADVISORY COUNCIL

The Board of Corporate Directors and the Governing School Board may create an Advisory Council in a number to be determined by the Board. The members of the Advisory Council shall consist of people from the education, business, and marketing community, who will consult and advise the Charter School on important matters dealing with the effect of the Charter School on business and the community as a whole and possibly assist in any additional fund-raising efforts for the Charter School. All opinions and recommendations of the Advisory Council shall be advisory to the Board of Directors, who are not obligated to act upon any recommendation. Any and all members of the Advisory Council shall have no rights to vote at the Board of Directors meetings, independent of such Advisory Council members being actual members, respectively, of the Board of Directors.