BYLAWS
OF
HAVASU PREPARATORY ACADEMY HIGH SCHOOL
(An Arizona Nonprofit Corporation)

ARTICLE 1- **ORGANIZATION**

Section 1.1. Name. The name of the Corporation is Havasu Preparatory Academy High School.

Section 1.2. Principal Office and Other Offices. The Corporation's principal office, known place of business, and place where it records shall be kept is 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020. The Corporation may change its principal office, or adopt other and additional offices, either within or outside Arizona, as the Board may designate from time to time.

Section 1.3. Corporate Seal. No instrument executed by or behalf of the Corporation shall require a corporate seal for validity, but if a corporate seal is used, the Board shall approve its form.

Section 1.4. Statutory Agent. The name and address of the Corporation's statutory agent is William Coats whose address is 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020.

ARTICLE 2 - **PURPOSE**

Section 2.1. Charter School. To create, develop and operate a charter school pursuant to Section 15-183, et seq. of the Arizona Revised Statues, or the corresponding sections of any future Arizona Corporation Code.

Section 2.2. No Limitation. In furtherance of said purpose, to exercise any and all other acts such as are permitted to a Corporation organized under Chapters 24 through 40 of the Title 10 of the Arizona Corporation Code.

ARTICLE 3 – **MEMBERS**

Section 3.1. Membership in the Corporation. The Corporation shall have one member (the "Member").

Section 3.2. Identity. The Member shall be The Leona Member Corporation, 7878 N. 16th Street, Suite 150, Phoenix, AZ 85020

Section 3.3. Interest. Membership interest in the Corporation does not represent an economic or proprietary interest, directly or indirectly, in the assets or the profits of the Corporation.

Section 3.4. Voting. The Membership shall have the exclusive right to appoint individuals to the Board of Directors. Also, the Members shall have the right to appoint representatives to an advisory board ("Governing Board") that the Board of Directors shall

establish. The Governing Board shall be responsible for the policy decisions of the school. The Board of Directors may remove a member of the Governing Board with or without cause. The Board of Directors shall have the exclusive right to vote on all other matters.

Section 3.5. Meetings. The Corporation shall not be required to hold meetings of the Member.

Section 3.6. Annual Dues. The Members shall pay annual dues in an amount determined by the Board.

ARTICLE 4 - **BOARD OF DIRECTORS**

Section 4.1. General Powers. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 4.2. Number and Term. The Board of Directors shall consist of a minimum of one and a maximum of five directors. Each Director shall hold office for a term of three years. A Director may serve more than one term.

Section 4.3. Authority. The powers of the Board of Directors shall include, without limitation, the authority to do the following:

Section 4.3.1. Appointments. Appoint, remove, replace and supervise all the Corporation's officers and any of the Corporation's employees;

Section 4.3.2. Investment. Invest and expend Corporation funds in order to carry out all the Corporation's business;

Section 4.3.3. Agents. Employ or discharge agents, employees and independents contractors;

Section 4.3.4. Agreements. Negotiate and enter into a necessary agreements, or subcontractors to promote, develop and conduct the Corporation's business and otherwise to carry out the Corporation's intent and purpose;

Section 4.3.5. Insurance. Obtain liability, property and other insurance as necessary to properly protect the Corporation's business and properties and the Corporation's officers, directors, managers, members, and employees;

Section 4.3.6. Litigation. Institute on routine collection matters for payments due to the Corporation for services rendered by or arranged by the Corporation;

Section 4.3.7. Borrowing. Borrow money for Corporation purposes;

Section 4.3.8. Execute Documents. Execute any instruments or documents necessary or convenient to carry on Corporation business; and

Section 4.3.9. Establish Procedures. Establish operating procedures, requirement, policies and guidelines for the Corporation which shall be implemented and followed by the Corporation's officers, employees, and independent contractors.

Section 4.4. Policies and Procedures. The Board of Directors shall be authorized from time to time to adjust, amend and repeal such policies and procedures as it may deem necessary or appropriate to govern the Corporation's operations.

Section 4.5. Action by the Board of Directors. A majority vote is required and sufficient for the Board of Directors to act except in those instances specifically described herein and in the Articles of Incorporation where a super-majority is required in order for the Board of Directors to act or in those designated instances when unanimous consent is required for it to act.

Section 4.6. Action Without Meeting; Telephonic Meetings. Any action may be adopted by unanimous written consent of the Board of Directors in lieu of holding a meeting unless the Board of Directors is required to hold a meeting under the Open Meetings laws. The Board of Directors may conduct its meetings by telephone so long as all members participating are able to speak to and hear one another.

Section 4.7. Committees. The Board of Directors may appoint committees to assist in carrying out its duties and responsibilities.

Section 4.8. Compensation. Unless otherwise expressly provided by resolution adopted by the Board of Directors, no Director shall receive any compensation for services as a Director. The Board of Directors may at any time and from time to time by resolution provide that Directors shall be paid a fixed sum for attendance at each Board of Directors meeting or a stated salary as Director. In addition, the Board of Directors may at any time and from time to time to time by resolution provided that Directors shall be paid their actual expenses, if ay, of attendance at each Board of Directors meeting. Nothing in this section shall be construed as precluding any Director from serving the Corporation in any other capacity and receiving compensation therefore, but the Board of Directors may by resolution provide that any Director receiving compensation for services to the Corporation in any other capacity shall not receive additional compensation for services as a Director.

Section 4.9. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, is hall take effect immediately upon receipt by the President or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not necessary to make it effective.

Section 4.10. Full Time Services Not Required. Nothing in these Bylaws shall be deemed to require that a person serving on the Board of Directors spend full time or any specific amount of time managing the Corporation's business; however, any person serving as a Board of Directors member shall be available at reasonable times to assist in the management of the Corporation's business.

Section 4.11. Vacancies. Any vacancy in the Board of Directors shall be filled by the Members.

Section 4.12. Removal From the Board of Directors. A Board of Directors member may be removed with or without cause only by the Members. The removal of a person as a Board of Directors member does not automatically prevent the same person from serving as an officer.

ARTICLE 5 - **BOARD OF DIRECTORS MEETINGS**

Section 5.1. Regular Meetings. Regular Board of Directors meetings may be held at such times and at such places as shall be determined from time to time by a majority of the Board of Directors. An annual meeting shall be held in the month of July unless determined otherwise by the Board of Directors.

Section 5.2. Special Meetings. Special Board of Directors Meetings may be called by the Chair or when an majority of the Bard of Directors member shall request a meeting. In the event that a Special Member is called, each Board of Directors member shall be given 24 hours notice of the Special Meeting and such notice may be provided by personal delivery of a written notice to each Board of Directors member or by registered or certified mail, return receipt requested, or by facsimile as long as the member sending the notice retains the confirmation copy showing the date of transmission and the number to which the transmission was sent.

Section 5.3. Quorum. A majority of the Board of Directors members shall constitute a quorum for the transaction of business. The acts of the majority at such meeting shall be the acts of the Board of Directors unless a greater cote is required hereunder. If, at any Board of Directors meeting, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.

ARTICLE 6 - **GOVERNING BOARD**

Section 6.1. Creation of the Governing Board. Unless the Articles provide otherwise, the Member may create a committee, referred to as the "Governing Board" and appoint ,members of the Board of Directors and other individuals to serve on the committee. Any vacancies in the Governing Board shall be filled by the Member. Governing Board Members will serve at the pleasure of the Board of Directors.

Section 6.2. Selection of Members. The appointment of members to the Governing Board shall be approved by the greater of (1) a majority of all the directors in office when the action is taken or (2) the number of directors required by the Articles to take such action.

Section 6.3. Authority. The Governing Board is responsible for the policy decisions of Havasu Preparatory Academy High School, such as determining the educational policy If the School. The Governing Board's powers are limited to policy decisions regarding Havasu Preparatory Academy High School and do not include policy making power over the affairs of the Corporation.

Section 6.4. Manner of Acting.

Section 6.4.1. A majority if the number of Governing Board Members prescribed according these bylaws, or if no number is so prescribed, the number in office

immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the Governing Board, unless the Articles require a greater number.

Section 6.4.2. If a quorum is present when veto is taken, the affirmative vote of a majority of the governing Board Members present shall be the act of Governing Board unless the Articles require a greater percentage.

Section 6.5. Meeting by Means of an Electronic Device. Unless otherwise provided by the law or the charter, member of the Governing Board may Participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE 7 **– SCHOOL DIRECTOR**

Section 7.1. Selection. The School Director(s) shall be appointed by the Board of Directors. The School Director shall receive such compensation as the Board may direct.

Section 7.2. Duties. The School Director(s) shall carry out the policies established by the Governing Board and shall be directly responsible to the Governing Board. The School Director will have general management of the artistic, academic and administrative operations of the School and shall prescribe and direct the course of study, the discipline to be observed, the assessment of student performance, and shall be responsible for all required reporting to the State of Arizona. The School Director shall employ and discharge all personnel, prescribe their duties and terms of office, shall set their salaries within the minimum and maximum limits established by the Board of Directors and shall conduct annual reviews of all personnel.

ARTICLE 8 **- OFFICERS**

Section 8.1. Officers. The Corporation's officers shall consist of a President and Secretary, and such other officers as determined appropriate by the Board of Directors. Each officer designated by the Board of Directors shall have such authority and perform such duties as the Board of Directors may from time to time determine. The officers shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same person.

Section 8.2. Nominating Procedures. Any member of the Board of Directors may present to the Board of Directors at the annual meeting one or more nominees for each office for the following calendar year.

Section 8.3. Removal and/or Resignation of Officers. Any officer may be removed with or without cause by the Board of Directors by a unanimous vote of the Board of Directors at any regular or special meeting held by the Board of Directors. The removal of a persona as an officer of the Corporation does not automatically prevent the same person from serving on the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Corporation. Any such resignation shall take effect at the time specified therein, it shall take effect immediately upon its receipt by the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4. Duties of the President. The President shall be the Corporation's Chief Executive Officer and shall supervise the Corporation's business and affairs. The President may employ such persons necessary for the development of the Corporations objectives. The employees hired by the President shall be compensated as determined by the President, pursuant to policies established from time to time by the Board of Directors. The President shall also serve as the Board Chair.

Section 8.5. Duties of the Secretary. The Secretary shall cause minutes of all Board of Directors meetings to be kept, and review such minutes before presentation to the Board of Directors. The Secretary shall see that minutes of all meetings and all unanimous consents of the Board of Directors, these Bylaws, and all other records as required by law are properly kept. The Secretary will be custodian of the corporate seal, if any, and except as otherwise specified in a Board of Directors resolution, the Secretary will be a proper office to impress the Corporation seal, if any, on any instrument signed by the President or any other duly authorized person, and to attest to the same. The Secretary shall perform such other duties as may be assigned, from time to time, by the President or the Board of Directors.

Section 8.6. Officer Vacancies. Vacancies in any office shall be filled by a vote of the Board of Directors at any regular or special meeting.

ARTICLE 9 – **GENERAL PROVISIONS**

Section 9.1. Construction. Words in the present tense include the future as well as the present; words in the singular include plural and words in the plural number include the singular; words of masculine gender include the feminine and the neuter gender, and words of the feminine gender include masculine and the neuter gender.

Section 9.2. Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit, proceeding by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer , committee member, member agent, or employee of the Corporation or is or was serving at the request of the Corporation as a member, director, officer, agent or employee of another entity, against expenses including attorneys' fees, judgments, decrees, fines, penalties and amounts paid in settlement actually or reasonably incurred by such person connection with such action, suit or proceeding if such person acted, or failed to act, in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea or no contest or its equivalent, shall not, of itself, create a presumption that the person acted or failed to act other than in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was unlawful.

Section 9.3. Negotiable Instruments. All checks, drafts or other orders for the payment of money, notes, or other evidence of an indebtedness issued in the Corporation's name shall bear the

signatures of those officers or employees of the Corporation as are authorized by resolution of the Board of Directors. The Board of Directors may require such officers or employees to be bonded in an amount fixed by the Board of Directors.

ARTICLE 10- **AMENDMENTS**

Section 10.1. THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED, AND SUBSTITUTE, RESTATED, OR NEW BYLAWS MAY BE ADOPTED ONLY BY THE AFFIRMATIVE VOTE OF 2/3 OF THE BOARD OF DIRECTORS.

CERTIFICATION OF ADOPTION

I certify that I am a Director of Havasu Preparatory Academy High School, an Arizona nonprofit corporation (the "Corporation"), and have been designated by the Board of Directors to act in that capacity. I also certify that the foregoing Bylaws have been adopted as the Bylaws of the Corporation by its Board of Directors by written consent, in lieu of meeting, and that these Bylaws, as of the date of this certificate, have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.

Dated the 24th day of June, 2013.

William Coats

William Coats