Bylaws of Highland Prep

ARTICLE I
NAME; OFFICES; AGENT

Section 1. Name. The name of this Corporation is "Highland Prep" hereinafter referred to as 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. Name. The Board of Directors of the Corporation shall be publicly known and described (and hereafter be referred to) as the "Corporate Board". Any individual serving on the Corporate Board shall be referred to as a "Director."

Section 2. General Powers. The Corporate Board shall have all of the duties and powers required or permitted by applicable law. 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 Corporate Board, including, without limitation, all acts of the Governing Board (as defined in Article VII of these bylaws)

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Corporate 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 that there exists no criminal record which could adversely affect the School or its operation. Directors must, in the opinion of the Corporate Board, possess experience and qualifications that further the Corporate Board's commitment to the educational and operational purposes of the School.

(c) Ex Officio Director. The Executive Director of the School shall be an ex officio Director with voting rights. The ex officio Director shall be included in the total number of Directors authorized in subsection (a) above.

Section 3. Election of Directors. Directors, other than any ex officio Directors who shall serve 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 Corporate Board in the year a vacancy will occur.

Section 4. Term of Office. Unless a Director dies, resigns, or is removed, he or she shall hold office from the close of the annual meeting for a term of one (1) year, or until his or her successor has been elected and qualified.

Section 5. Compensation. Directors of the School shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the School's exempt purposes. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Corporate 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 either the Executive Director 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 super majority (75%) of the School's other Directors 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 of Directors 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 CORPORATE BOARD

Section 1. Place of Meetings. The Corporate Board shall meet, at a minimum, annually at a place to be determined by Corporate Board resolution.

Section 2. Annual Meeting. The annual meeting of the Corporate Board shall be held at such time and place as the Executive Director determines 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 Corporate Board may provide by resolution for regular or stated meetings of the Corporate Board to be held at a fixed time and place.

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

Section 5. Notice and Waiver of Notice.

(a) Notice of Meetings: Written notice of any meeting of the Corporate Board, whether a regular or special meeting, stating the place, date and hour of the meeting shall be given to each Director not less than 24 hours not more than 30 days before the date of the meeting. Such notice shall be delivered personally, by United States postal mail, overnight express mail, electronic mail or facsimile. Such notice shall be directed to each Director at his or her address, email address or facsimile number as it appears on the records of the Corporation, unless the Director shall have previously filed a written request with the Secretary of the Corporate Board requesting that notices intended for that Director be directed to some other address, email address or facsimile number, in which case it shall be given as so directed. Notice is deemed to have been received upon the date that the notice Is personally delivered, mailed, express mailed, electronically mailed or transmitted by facsimile, properly addressed or transmitted. Notice of an adjourned meeting need not be given if the date, time and place of the adjourned meeting are provided at the meeting at which the adjournment is taken and if the adjournment does not exceed 60 days.

(b) Waiver of Notice: Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when such attendance at the meeting is 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 meeting of the Corporate Board by executing a written waiver of notice before, at or after the time of the meeting.

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 Corporate 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 Corporate Board. The Corporate 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 Corporate Board, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Corporate 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 Corporate 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 Corporate Board shall be kept and retained at the School's principal office, held open for inspection by any director at all reasonable times. The School shall also establish a system for tracking Corporate Board approvals and disapprovals, and to provide the Corporate Board with a tool for confirming subsequent actions and policies taken in response to Corporate Board decisions.

Section 11. Director Deadlock. In the event the Corporate Board votes are deadlocked, but only if so required by the written request of any director delivered to the Executive Director, the Corporate Board shall, within thirty (30) days after receipt of such written request, appoint a mutually-agreed upon neutral mediator to aid the Corporate Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed 60 days after the original deadlock vote, the Corporate 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 Corporate 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 an Executive Director, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Executive Director shall be staff position and the individual filling the staff position shall automatically fill the corresponding officer position. The Board of Directors 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. The Executive Director shall be an ex officio voting member of the Corporate Board.

Section 2. Election and Term of Office. The officers of the School, other than the Executive Director who serves automatically by virtue of his or her staff positions, shall be elected each year by the Corporate 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 the Executive Director or the Secretary, or by giving oral or written notice at any meeting of the

Corporate 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 Corporate Board may be removed by the Corporate 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 super-majority (75%) of the Corporate Board shall be required to remove the Executive Director. 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 Corporate Board for the unexpired portion of the term.

Section 6. The Executive Director. The Executive Director shall be the principal executive officer of the School and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the business and affairs of the School including but not limited to the development and implementation of curriculum, assessments, and teacher evaluation and development. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the School as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. In general, the Executive Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' 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 of Directors, 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 Executive Director or by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Corporate 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 either the Executive Director or the Board.

Section 9. Other Assistants and Acting Officers. The Corporate 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 Corporate 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 Corporate Board.

Section 10. Compensation. Officers of the School, other than the Executive Director, 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 Corporate Board.

ARTICLE V
CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, Officer, key employee, and member of a committee or subcommittee of the Corporate 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 Corporate Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, Officer, key employee, and member of a committee or subcommittee of the Corporate 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 Corporate Board from time to time.

ARTICLE VI
COMMITTEES

Section 1. Corporate Board Committees. The Corporate 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.

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

Section 3. Participation by Non-Directors. A person who is not a Director may be appointed to any Corporate Board committee; provided, however, that 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 Corporate Board. The Corporate 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 Corporate Board.

Section 5. Term. Except for committees for which the Corporate 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 Corporate 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 Corporate 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.

Section 7. The Governing Board. Nonwithstanding the Corporate Board's general discretion in establishing committees, the Corporate Board shall by resolution, establish a standing committee that shall be named the "Governing Board". The Governing Board shall have such authority and powers as established in Articles VII and VIII of these Bylaws.

ARTICLE VII
THE GOVERNING BOARD

Section 1. Name: As required by Article VI Section 7 of these Bylaws, the Corporate Board shall establish a standing committee of the Corporate Board that shall be named the "Governing Board". Any individual serving on the Governing Board shall be referred to as a Governing Board "Member".

Section 2. Authority: The Governing Board shall have all of the duties and authority required by applicable law or as delegated to the Governing Board by the Corporate Board, but specifically including all of the powers and obligations required or implied by A.R.S. 15-183.E.8. All policies and procedures of any charter schools operated by the Corporation shall be established and exercised by or under the authority of the Governing Board. The Governing Board's duties shall include, without limitation, adherence to the core values of the Corporation and the educational philosophy of any charter schools operated by the Corporation.

Section 3 Number of Members: The number of Governing Board members shall be no less than three and no more than nine, provided that said number be changed by an amendment to these Bylaws, duly adopted by the Corporate Board, subject always to any restrictions of law as to the minimum number of Members.

Section 4. Appointment of Members: All Governing Board Members shall be appointed by a majority vote of the Corporate Board at any regular or special meeting of the Directors. Members may be removed, replaced or changed at the discretion of the Corporate Board. Members need not be residents of the State.

Section 5. Terms of Office: Each Member shall hold office for a period of two years from the date he or she is appointed, or until his or her prior death, incapacitation, resignation, replacement or removal. Members may serve multiple consecutive terms without restriction as

to the number of terms permitted. Directors must be more than 20 years of age. Each Director must pass a background check, or other regulatory inquires, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the Corporation or its activities, as amended from time to time, which will include as a minimum, a law-enforcement fingerprint check showing that there exists no criminal record which could adversely affect the Corporation or its operations. Directors must, in the opinion of the Corporate Board, possess experience and qualifications that further the Corporate Board's commitment to the educational and operational purposes of the Corporation

Section 6. Qualifications: Directors must be more than 20 years of age. Each Director must pass a background check, or other regulatory inquires, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the Corporation or its activities, as amended from time to time, which will include as a minimum, a law-enforcement fingerprint check showing that there exists no criminal record which could adversely affect the Corporation or its operations. Directors must, in the opinion of the Corporate Board, possess experience and qualifications that further the Corporate Board's commitment to the educational and operational purposes of the Corporation

Section 7. Governing Board Officers: The Corporate Board shall appoint a President of the Governing Board and the Members shall elect a Secretary of the Governing Board; provided, however, that, excepting only the initial President and Secretary, Members appointed or nominated and elected for such offices shall have been Members for a minimum period of three months prior to holding such office.

Section 8. Member Deadlock: In the event of a voting deadlock on any substantial matter affecting the Corporation or the Corporate Board, the Corporate Board shall, within 15 days after the deadlock vote, appoint a mutually-agreed upon neutral mediator to aid the Corporate Board in facilitating the decision-making process. If, after appointing the mediator, the event deadlock persists for a period not to exceed 45 days after the original deadlock vote, the Corporate Board shall, within 10 days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue at deadlock, which decision shall be binding on the Corporate Board and each Director.

Section 9. Vacancies: Any vacancy on the Corporate Board occurring by reason of an increase in the number of Directors shall be filled by a majority vote of the Directors cast at any regular or special meeting of the Corporate Board. In the event any Director dies, becomes incapacitated, resigns, is disqualified or removed from office, or otherwise vacates his or her office, the unexpired portion of such Director's term of office shall be filled by a majority vote of the remaining Directors at a regular or special meeting of the Corporate Board.

Section 10. Resignation: Any member may resign at any time by giving 30 days prior written notice to the Secretary of the Governing Board, although the Governing Board may waive the 30-day period for good cause. Unless a longer period is specified in such written notice, or the Governing Board waives the 30 day period for good cause, such resignation shall take effect 30 days after the Governing Board's receipt of such notice, and the acceptance of such resignation shall not be necessary to make It effective.

Section 11. Removal: Any Member may be removed from the Governing Board, with or without cause, at any time by the Corporate Board. If a Member who is removed from office has undertaken any personal liability for a debt or other undertaking of the Corporation (e.g., a guaranty of any obligation of the Corporation), the Corporation shall use reasonable efforts to secure a release of such personal liability for the benefit of the removed Member.

Section 12. Compensation: No salary shall be paid to Directors for their services in their capacity as Directors. By resolution of the Corporate Board, however, a fixed reasonable sum of expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the Corporate Board: provided, however, nothing herein contained shall be construed or interpreted to prevent any person serving as a Director from also serving as an Officer, employee or independent contractor of the Corporation and receiving a salary or other compensations in such capacity.

Section 13. Contracts: No contract or other transaction between the Corporation and any other individual or entity shall be impaired, affected, and/or invalidated, nor shall any Member be liable in any way by reason of the fact that any one or more of the Members may be interested in any such other entity or may serve as a Member, officer or member of any such other entity; provided that such other interests or involvements with such other entities and/or other relevant material facts are disclosed in writing to the Corporate Board and the Governing Board, including , without limitation: (i) the nature of such Member's involvement with such other entities; (H) such Member's ability to influence the action of such other entities; and (Hi) any tangible or intangible benefit or profit that may accrue to such Member as a result of any contract or transaction between the Corporation and any other entity, and, notwithstanding the presence of any such interested Member at the meeting at which such action is taken, the Governing Board and the Corporate Board authorizes, approves or ratifies such contract or transaction by majority vote of those Members and Directors entitled to vote (not counting the vote of any such interested Member). Although the interested Member cannot vote, the Member may be counted in determining the presence of a quorum at the Governing Board meeting. In addition to Corporate Board and Governing Board approval, the contract or transaction must be fair and reasonable to the Corporation when it is authorized, approved or ratified.

Section 14. Conflicts of Interest: No Member having a duality of interest or possible conflict of interest for a particular issue shall vote or use his or her personal influence relating to such issue but may be included when determining a quorum. The minutes of any meeting where a conflict is present should reflect: (i) that a disclosure of the conflict was made; (ii) that the Member with the conflict abstained from discussion and voting on such matter, and (iii) any other relevant factors deemed necessary by the Corporate Board and the Governing Board.

ARTICLE VIII

MEETINGS OF THE SCHOOL BOARD

Section 1. At a minimum, the School Board shall meet quarterly, as provided in meeting notices properly given. The purpose of these meetings shall be to transact such business as may properly come

before the Governing Board. The Governing Board may convene and hold monthly or other regularly-scheduled meetings for any purpose that may lawfully come before the Governing Board.

Section 2. Special Meetings: Special meetings of the Governing Board may be called at any time by the Corporate Board, the President of the Corporate Board, or the President of the Governing Board, and shall be called by the Secretary of the School Board at the written request of one third of the then-serving Members, or as otherwise required under the provisions of appropriate laws.

Section 3. Place of Meeting: All meetings of the Governing Board shall be held at the place designated in the notice or waiver of notice of such a meeting or meetings, whether within or without the State.

Section 4. Notice of Meetings: Written notice of any meeting of the Governing Board, whether a regular or special meeting, stating the place, date and hour of the meeting shall be given to each Director not less than 24 hours not more than 30 days before the date of the meeting. Such notice shall be delivered personally, by United States postal mail, overnight express mail, electronic mail or facsimile. Such notice shall be directed to each Director at his or her address, email address or facsimile number as it appears on the records of the Governing Board, unless the Member shall have previously filed a written request with the Secretary of the Governing Board requesting that notices intended for that Member be directed to some other address, email address or facsimile number, in which case it shall be given as so directed. Notice is deemed to have been received upon the date that the notice is personally delivered, mailed, express mailed, electronically mailed or transmitted by facsimile, properly addressed or transmitted. Notice of an adjourned meeting need not be given if the date, time and place of the adjourned meeting are provided at the meeting at which the adjournment is taken and if the adjournment does not exceed 61 days.

Section 5. Waiver of Notice: Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Member may waive notice of any meeting of the Governing Board by executing a written waiver of notice before, at or after the time of the meeting.

Section 6. Quorum: A simple majority of the Members, present in person or by proxy, shall constitute a quorum at any meeting of the Governing Board. A Member (including a Member holding a proxy) shall be deemed present at a meeting if the Member attends in person, telephonically or electronically, so long as all Directors can communicate adequately throughout the meeting. Business may be conducted once a quorum is present and may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of Members sufficient to reduce the number present to less than a quorum. If, however, the Members present are less than required to constitute a quorum, the affirmative vote must be such as would constitute a majority if a quorum were present, and further that the affirmative vote of a majority of the Members then present is sufficient in all cases to adjourn a meeting.

Section 7. Voting: When a quorum is established at any meeting of the Governing Board, the affirmative vote of a majority of the Members present at the meeting shall be the act of the Governing Board unless the question is one upon which, by express provision of law, the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Each Member is entitled to one vote.

Section 8. Presiding at Meeting: At all meetings of the Governing Board, the President of the Governing Board shall preside. In the absence of the President, the Secretary of the Governing Board shall preside. In the absence of the President and the Secretary, an alternate Member appointed in writing by the President, at or prior to the meeting, shall preside until the President returns.

Section 9. Conduct of the Meeting: The proceedings of Governing Board meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, as modified by the Governing Board, in writing when not in conflict with State law, the Articles of Incorporation or these Bylaws. The Secretary of the Governing Board, or his or her designee, shall prepare an agenda for each meeting. The meeting shall be conducted substantially in accordance with the agenda. The Member presiding over the meeting shall have the right to limit discussion on any particular item and the right to establish procedures and to provide time limits for any party wishing to speak on any particular item.

Section 10. Meeting Minutes: A written record of the discussions and decisions reached at each meeting of the Governing Board in the form of minutes shall be made, and shall, upon approval by the Governing Board at a duly-called meeting, be made a part of the records of the Governing Board.

Section 11. Open Meeting Law: For so long as the State's open meeting law (A.R.S. 38-431) through 38-431.09) applies to charter schools, all deliberations and official actions of the Governing Board shall take place at a meeting open to the public in compliance with State's open-meeting law, except in cases where, and to the extent, executive cessions are authorized by State law. Additionally, for so long as the State's open meeting law applies to charter schools, public notice of all meetings of the Governing Board, and of all committees and advisory boards authorized by the Governing Board, shall be given pursuant to and as required by the State's open meeting law and the meeting minutes required by Section 10 of this Article VIII shall comply with the requirements set forth in the State's open meeting law.

Section 12. Proxies: Proxy voting shall not be permitted for any Governing Board meeting or action.

ARTICLE IX
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, Corporate 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 X
SCHOOL POLICY COUNCIL

The Corporate Board may by resolution appoint an advisory group to be known as the School Policy Council ("Council") consisting of non-directors selected by the Executive Director 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 Executive Director 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 Corporate Board.

ARTICLE XI
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the School shall end on the last day of June in 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 Corporate Board, and any minutes which may be maintained by committees of the Corporate 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 Executive Director shall 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 Corporate Board. Except as otherwise provided by the ANCA or directed by the Corporate Board, the Executive Director may 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 Corporate 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 moneys 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 Corporate 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 Corporate 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 majority (51%) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Corporate 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 Amended and Restated Bylaws adopted on the 17th day of August, 2016 by the Board of Highland Prep.

HIGHLAND PREP

Kerry Clark, Executive Director