BYLAWS
OF
INSTITUTE FOR TRANSFORMATIVE EDUCATION

Section 1. Organization

1.1 Name. The name of the corporation is the Institute for Transformative Education, an Arizona nonprofit corporation.

1.2 Principal Office. The principal office of the corporation shall be 2851 North Country Club Road, Tucson, Arizona, 85716 and additional offices may be maintained at such other places within the State of Arizona as the Board of Directors may from time to time designate.

1.3 Fiscal Year. The fiscal year of the corporation shall be July 1st through June 30th.

1.4 Purpose and Initial Business.

(a) These bylaws are formed and adopted by the corporation to govern and facilitate its business as a nonprofit corporation operated exclusively for charitable, scientific, and educational purposes under Chapters 19 and 26 through 40 of Title 10 of the Arizona Revised Statutes and as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law) (the "Code"), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law). Notwithstanding any other language in these Bylaws, the purposes will be limited exclusively to exempt purposes within the meaning of § 501(c)(3) of the Code.

(b) The character of the business and affairs that the corporation initially intends to conduct in the State of Arizona is to:

(i) Form and operate a charter school under the provisions of Arizona Revised Statutes sections 15-181 *et seq.* which shall be known as the Western Institute for Leadership Development ("Western Institute") or by such other name as the Board may approve by a majority vote. The mission of the Western Institute is to prepare students for college, career, civic engagement and leadership. This supportive, inclusive learning community will provide a culture of rigor and relevance, addressing real-world problems with creativity and innovation. Students, teachers, and community members will collaborate as partners in neighborhood and community development, and strive to continuously improve the practices of leadership and life-long learning. The Western Institute will operate in the spirit of Every Voice in Action Foundation's mission: to ignite and support youth voice, infusing the community with the unique perspectives of young people.

(ii) Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the corporation and, in connection therewith, exercise any of the powers granted to nonprofit corporations by the laws of the State of Arizona consistent with the corporation's status as a corporation (i) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and state income tax under section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law) and (ii) to which contributions are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Code.

1.5 Prohibited Activities.

(a) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in, any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

(c) The corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code (or the corresponding provisions of any future law), and state income tax under section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law) or (ii) to which contributions are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Code (or the corresponding provisions of any future law).

(d) Anything herein to the contrary notwithstanding, if the corporation is a private foundation as defined in section 509 of the Code, the corporation shall not engage in any act of self-dealing, as defined in section 4941(d) of the Code (or the corresponding provisions of any future law); nor distribute any of the income of the corporation in such a manner as to subject it to tax under section 4942 of the Code (or the corresponding provisions of any future law); nor retain any excess business holdings, as defined in section 4943(c) of the Code (or the corresponding provisions of any future law); nor make any investments in such manner as to subject the corporation to tax under section 4944 of the Code (or the corresponding provisions of any future law); nor make any taxable expenditures, as defined in section 4945(d) of the Code (or the corresponding provisions of any future law).

1.6 No Members. This shall not be a membership corporation and shall not have members. All rights, powers and responsibilities of this corporation shall be vested in the Board of Directors.

Section 2. Board of Directors

2.1 Number, Qualification, and Election. The management of the affairs of the corporation shall be vested initially in a board of two (2) directors. The initial board of directors may vote to expand the board to a board consisting of three (3) to five (5) directors. Thereafter, the number of directors shall be fixed from time to time by the board. Directors shall be elected by the then serving directors. The directors shall be selected based upon breadth of experience, appropriateness of skills, and the willingness and ability to participate effectively in fulfilling the board's responsibilities. At the first annual meeting of the Board of Directors after the date on which the Western Institute first enrolls students, the Board of Directors shall be expanded by two additional directors. The two additional directors shall be students currently attending the Western Institute (the "Student Directors").

2.2 Powers and Duties. The Board of Directors shall have the power and duties necessary for the administration of the affairs of the corporation and may do all such acts and things as are not prohibited by law, the Articles of Incorporation, or these bylaws, including hiring and evaluation of the school's principal/director, setting school policy and legal and financial oversight.

2.3 Classes and Terms.

(a) Each Student Director shall serve a one year term. At each annual meeting of the Board of Directors beginning with the first annual meeting after Western Institute first enrolls students, two students of Western Institute shall be elected as Student Directors.

(b) Except as otherwise provided in subsection 2.3(a), the term of each director shall be three years and the directors shall be divided into two classes. The terms of office of the directors of each such class shall be staggered so that the directors in one class of directors are elected in one year and the directors in the other class of directors are elected in the following year. With the exception of the elections of directors occurring before the first annual meeting, no more than three directors shall be elected in a year, except when a vacancy on the board must be filled. In the event of a change in the number of directors, the staggering of terms shall be preserved. At the first election of directors, the three directors making up the first class of directors shall be elected to serve for three years, and the two directors making up the second class of directors shall be elected to serve for two years. A nominee receiving the votes of a majority of the then serving directors shall be elected to the Board of Directors of the corporation.

(c) No director shall serve more than two consecutive terms. For purposes of this section 2.3(c), any term which began before the first annual meeting shall be disregarded in determining the number of terms served by a director.

2.4 Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly pursuant to an annual calendar adopted by the Board of Directors at the annual meeting for the previous fiscal year.

2.5 Annual Meeting. The annual meeting of the Board of Directors shall be held at the fourth quarter meeting. At such annual meeting, the newly elected directors shall meet with existing directors for the purpose of organization, the election of officers, and the transaction of other business. At the annual meeting, the board will adopt the meeting calendar for the succeeding fiscal year.

2.6 Special Meetings. Special meetings of the board may be called by the president or by a majority of the members of the board. Unless otherwise specified in the notice thereof, any and all business may be transacted at a special meeting.

2.7 Notice of Meetings. Prior to the date that the charter for the operation of Western Institute is approved by the Arizona State Board for Charter Schools ("Charter Date"), no notice of the regular or annual meeting of the Board of Directors need be given. Unless properly waived, notice of any special meetings of the Board of Directors, stating the time and in general terms the purpose or purposes thereof, shall be communicated to all of the directors at least 10 days prior to such meeting, to either their email addresses of the last known physical address of each director as the same appears on the records of the corporation. On and after the Charter Date, public notice of all regular, annual or special meetings of the Board of Directors shall be given in accordance with the Open Meeting Law.

2.8 Place of Meeting. The directors shall hold their meetings within or without the state of Arizona as the Board of Directors from time to time may determine. Unless otherwise determined, such meetings shall be held at the principal office of the corporation. Meetings of the Board of Directors, whether regular or special, may be held by means of conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

2.9 Quorum. A majority of the directors on the Board of Directors shall constitute a quorum for the transaction of business. Interested directors, as that term is defined in the board's Conflict of Interest Policy, may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies a contract or transaction which is subject to the board's Conflict of Interest Policy. In the event of a vacancy on the Board of Directors, a quorum shall consist of a majority of

the number of directors then in office. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by the Articles of Incorporation, these bylaws, or by law. A meeting at which a quorum is initially present may continue and transact business notwithstanding the withdrawal of directors provided that at least a majority of the directors then in office are present, and provided further, that any action is approved by at least a majority of the directors then holding office, or such greater number as is required by the Articles of Incorporation, these bylaws, or by law.

2.10 Chairperson. At all meetings of the Board of Directors, the president, or in his or her absence the vice president, shall preside.

2.11 Action Without Meeting. Prior to the Charter Date, any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action taken, shall be distributed by the chairperson of the Board of Directors and signed by all of the directors. This provision shall be deemed to have been repealed and become void on the Charter Date.

2.12 Compliance with Open Meeting Law. On and after the Charter Date, all meetings of the Board of Directors shall comply with Arizona's Open Meeting Law, A.R.S. §§ 38-431 through 38-431.09, and a quorum of the members of the Board of Directors shall not discuss, propose or take any legal action except at a public meeting held in compliance with the Open Meeting Law. In order to facilitate compliance with the Open Meeting Law, all members of the Board of Directors shall receive training on the Open Meeting Law within three months of their election to the Board of Directors.

2.13 Compensation. By resolution of the Board of Directors, each director may be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors or of any committee, and may be paid a fixed and reasonable sum for attendance at each such meeting, as shall be approved by a majority of the Board of Directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving customary compensation for said services as approved by the Board of Directors in compliance with its Conflict of Interest Policy.

2.14 Removal. Any director may be removed from office without assigning any cause by a majority vote of the directors then in office at either a regular meeting or at a special meeting called for that purpose.

2.15 Proxies and Voting. At any meeting of the directors, every director entitled to vote may vote in person. No proxies will be permitted. Each director shall have one vote except that the Student Directors shall have no vote on any matters related to the compensation or benefits provided to or the hiring, firing or sanctioning of the principal or head of school of the Western Institute.

2.16 Vacancies. In case of any vacancy among the directors through death, resignation, disqualification, or other cause, or in the case of a vacancy arising from the increase in the number of directors, the other directors, by affirmative vote of a majority thereof, may fill any such vacancy.

Section 3. Special Committees

3.1 Executive Committee. The Board of Directors may appoint from its own members an executive committee which shall have such number of members as it shall designate, and which shall include the president, vice president and secretary-treasurer to act on behalf of the Board of Directors, except when the board is in session. The executive committee shall have and exercise such powers of the Board of Directors with respect to the conduct of such business of the corporation as shall be determined by the Board of Directors' rules for the conduct of the business of the executive committee.

3.2 Other Committees. From time to time, the Board of Directors may appoint other committees or task forces for any purpose, which shall have such power and operate for the period of time as shall be specified in the resolution of appointment.

Section 4. Officers

4.1 Designation. The principal officers of the corporation shall be a president, and a secretary-treasurer, and such other officers including but not limited to a vice president as may from time to time be appointed, each of whom shall be elected by the Board of Directors from the members of the Board of Directors at the annual meeting of the Board of Directors. No individual may hold more than one office and no Student Director may hold any office.

4.2 Election. The officers of the corporation shall be elected at the annual meeting of the Board of Directors, and each such officer shall hold office for a term of one year and shall be subject to removal at any time, with or without cause, by an affirmative vote of a majority of the board.

4.3 Vacancies. A vacancy in any office may be filled by the Board of Directors, and the officer so elected shall hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

4.4 Compensation. The officers of the corporation shall be entitled to such compensation for their services as the Board of Directors may fix from time to time.

4.5 President. The president shall be the chief executive officer of the corporation. The president shall preside as chairperson at all meetings of the Board of Directors and in the event of a tie vote of the Board of Directors as to any motion, the vote of the president shall be the decisive vote to approve or disapprove the pending motion.

The president may, from time to time, call special meetings of the Board of Directors whenever he or she shall deem it proper to do so and shall do so when a majority of the Board of Directors shall request him or her in writing to do so. The president may sign and execute all authorized contracts, other instruments, or obligations in the name of the corporation. The president may sign all authorized checks in the name of the corporation. Subject to the Board of Directors, the president shall have general charge of the business and affairs of the corporation. The president shall do and perform such other duties and have such other powers as from time to time may be assigned to him or her by the Board of Directors. If the president is unable to act, the vice president will do so on an interim basis.

4.6 **Vice President.** If the board shall elect a vice president, then the vice president shall, in the event of the president's absence or inability to act, have all the powers of the president. The vice president shall perform such other duties as the Board of Directors shall delegate to him or her.

4.7 **Secretary-treasurer.** The secretary-treasurer shall keep the minutes of all proceedings of the board. The secretary-treasurer shall attend to the giving and serving of all notices for the corporation when directed by the president. The secretary-treasurer may sign with the president, in the name of the corporation, all contracts authorized by the board, and shall have authority to affix the seal of the corporation thereto. Such person shall have charge of all such books and records as the board may direct. The secretary-treasurer shall, in general, perform all the duties incident to the office of the secretary subject to the control of the board. In addition, the secretary-treasurer shall have the custody of all the funds and securities of the corporation which may come into such individual's hands. The secretary-treasurer may endorse on behalf of the corporation for collection, checks, promissory notes, and other obligations, and shall deposit the same to the credit of the corporation in such bank or banks or depositories as the Board of Directors may designate. The secretary-treasurer may sign receipts and vouchers for payments made to the corporation. The secretary-treasurer may sign checks made by the corporation and pay out and dispose of the same under the direction of the board. The secretary-treasurer may sign, with the president or such other person or persons as may be designated by the board, all authorized promissory notes and bills of exchange of the corporation; whenever required by the board, he or she shall render a statement of his or her cash accounts. The secretary-treasurer shall enter regularly in books of the corporation, to be kept by him or her for that purpose, full and accurate accounts of all monies received and paid on account of the corporation. The secretary-treasurer shall be responsible for having prepared and timely filing all necessary tax forms with the Internal Revenue Service and the State of Arizona, including, without limitation, IRS Form 990, Return of Organization Exempt From Income Tax. Such person shall perform all duties incident to the position of treasurer subject to the control of the board. The powers and duties of the secretary-treasurer may be exercised and performed by any of the other officers, as the board may direct.

Section 5. Possession, Ownership, and Exercise of Membership Rights in Other Entities

The corporation may possess and own membership rights in other nonprofit, tax-exempt corporations and for profit entities and exercise all such rights incident thereto, including, without limitation, the voting rights granted to the owner of such memberships; provided, however, that the purposes and operations of such other entities shall further the exempt purposes and operation of the corporation; shall be incidental to the primary purposes of the corporation; and shall not be prohibited under subsection 1.5 of these bylaws.

Section 6. Distributions and Disbursements. The Board of Directors may, in furtherance of the corporation's charitable, scientific, and educational purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such organizations, persons, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes or help create new qualified charitable, scientific, and educational organizations to carry out such purposes. All determinations of distributions and disbursements under this section shall be by the affirmative vote of a majority of the Board of Directors.

Section 7. Indemnification

7.1 Indemnification. Except as otherwise provided in these Bylaws, the corporation shall indemnify an individual made a party to a proceeding because either the individual is or was a director against liability incurred in the proceeding if all of the following conditions exist:

(a) The individual's conduct was in good faith;

(b) The individual reasonably believed:

(i) In the case of conduct in an official capacity with the corporation, that the conduct was in the corporation's best interests;

(ii) In all other cases, that the conduct was at least not opposed to the corporation's best interests.

(c) In the case of any criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful; or,

(d) The director engaged in conduct for which broader indemnification has been made permissible or obligatory the corporation's Articles of Incorporation.

7.2 **Exclusions**. Except insofar as permitted by law, the corporation shall not indemnify a director either:

(a) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation;

(b) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving actions in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

7.3 **Limitation**. Indemnification permitted in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

7.4 **Determination and Authorization of Indemnification**. The corporation may not indemnify a director pursuant to Section 7.1 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Sections 7.1(a) and (b). The determination shall be made either by the Board of Directors by a majority vote of the directors not at the time parties to the proceeding, or by special legal counsel selected by a majority of the disinterested directors, or by majority vote of the Board of Directors if there are no disinterested directors. Special legal counsel shall have no liability whatsoever for a determination made pursuant to this paragraph. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel.

7.5 **Indemnification of Officers**. The corporation shall indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because the individual is or was an officer of the corporation as follows:

(a) To the same extent as a director;

(b) If the individual is an officer but not a director, to the further extent as may be provided by a resolution of the Board of Directors or contract, except for:

(i) Liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding; or,

(ii) Liability arising out of conduct that constitutes receipt by the officer of a financial benefit to which the officer is not entitled, an intentional infliction of harm on the corporation, or an intentional violation of criminal law.

7.6 **Advance for Expenses Incurred in a Proceeding**. The corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if both of the following conditions exist:

(a) The director furnishes to the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Sections 7.1(a) and (b) or that the proceeding involves conduct for which liability has been eliminated under the Articles of Incorporation.

(b) The director furnishes the corporation with a written undertaking, executed personally or on the director's behalf, to repay the advance if the director is not entitled to mandatory indemnification under A.R.S. § 10-3852 and it is ultimately determined that the director did not meet the standard of conduct.

7.7 **Insurance**. The corporation shall purchase and maintain liability insurance on behalf of any person who is or was a director or officer of the corporation.

Section 8. **Books and Records**

All books, records, receipts, returns, minutes, and other data of the corporation, including the minutes of board meetings, shall remain the permanent property of the corporation. There shall be two copies of all records kept. One copy shall be retained at the offices of the corporation, and one copy retained by the presiding secretary-treasurer. All such data shall be available at the principal office of the corporation for inspection at any reasonable time by any director of the corporation.

Section 9. **Conflicts of Interest**

The application of the provisions of these Bylaws, with respect to the determination of transactions between the Corporation and interested persons, shall be governed by any conflict of interest policy or similar documents ("Conflict of Interest Policy") adopted or approved, from time to time, by the Board of Directors. The Secretary shall maintain a copy of all Conflict of Interest Policies, a record of the persons approving each such policy, and any other documentations required by the Conflict of Interest Policy.

Section 10. **Amendment and Repeal**

These bylaws may be amended, or may be repealed and new bylaws adopted in place thereof, by a two-thirds vote in favor thereof by the Board of Directors in such instance as the board may determine to be advisable. Unless properly waived, notice of any meeting at which any action concerning the bylaws is proposed shall be communicated to all directors at least 10 days prior to such meeting, and in the same manner prescribed for giving notice of special meetings of the Board of Directors. Such notice shall state in general terms the nature of any proposed action concerning the bylaws.

These bylaws are adopted as of the 16th day of June, 2010.

Institute for Transformative Education,
an Arizona nonprofit corporation

By_____
Celestino Fernandez, PhD, President

ATTESTED:

By_____
Rosie Garcia, Secretary-treasurer