Charter Holder Status Amendment Request

Charterholder Info

Charter Holder

Name:
Legacy Traditional School- Maricopa

CTDS:
07-82-45-000

Mailing Address:
3201 South Gilbert Road
Chandler, AZ 85286

Representative

Name:
William Gregory

Phone Number:

Downloads

Status Type

Type of status change

Change in legal status of the Charter Holder

Description of Changes

Change From:
Current Charter Holder: Legacy Traditional School- Maricopa (formerly Legacy Traditional Charter School) Charter School: Legacy Traditional School- Casa Grande

Change To:
New Charter Holder: Legacy Traditional School- Casa Grande Charter School: Legacy Traditional School- Casa Grande Currently, Legacy Traditional School- Maricopa (formerly Legacy Traditional Charter School) charter holder for Legacy Traditional School- Casa Grande is in the process of a corporate reorganization designed to transfer the charter school contract, operations and property relating to the charter school known as Legacy Traditional School- Casa Grande (CTDS No. 07-87-45-001)

Attachments

Board Minutes —

Copy of amendment to Articles of Incorporation filed with the Arizona Corporation Commission —

Provide information regarding any payment, benefit or consideration received or to be received by any party in the transition —

Additional Supporting Materials —

Additional Information*
No documents were uploaded.

Signature

Charter Representative Signature
William Gregory 07/29/2015

3201 S. Gilbert Rd., Chandler, AZ 85286 ● Phone: 480-270-5438 ● www.LegacyTraditional.org ● Info@LegacyTraditional.org

Legacy Traditional School – Casa Grande
Board Meeting Minutes

Date: July 10, 2015
Start Time: 5:00pm
Location: District Office: 3201 S. Gilbert Rd. Bldg. A., Chandler, AZ. 85286

Attendees:
President: Nathan Schlink
Vice President/Secretary: William Gregory
Member: Derek Samuel
Member: Cory Theobald
Member: Jenni Ferrin

Other Attendees:
CAO: William Bressler
CFO: Corey Kennedy
Laura Gregory

AGENDA

I. PLEDGE OF ALLEGIANCE
II. CALL TO ORDER
- Meeting called to order at 5:07pm

III. ROLL CALL
- Nathan Schlink Cory called roll to confirm a quorum

IV. REPORTS
- None

V. UNFINISHED BUSINESS
- None

VI. NEW BUSINESS
1. LTS- Casa Grande 15/16 FY Adopted Budget
   i. Requesting board approval for the LTS- Casa Grande 15/16 FY Adopted Budget
      1. Derek Samuel motion to approved; Cory Theobald seconded the motion
      2. Motion passed unanimously
2. Resolutions authorizing the transfer of the Casa Grande charter, assets, liabilities, revenues, and expenses (including campus properties, related bond liabilities, and employees) from Legacy Traditional School – Maricopa (formerly Legacy Traditional Charter School) to Legacy Traditional School – Casa Grande (Arizona nonprofit corporations formed in September 2014)
   i. Requesting board to approval for the LTS- Casa Grande resolutions
      1. Cory Theobald motion to approved; Bill Gregory seconded the motion
      2. Motion passed unanimously

VII. ANNOUNCEMENTS
- None

VIII. ADJOURNMENT
- Meeting adjourned at 5:48pm

COMMISSIONERS
BOB STUMP – Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH

ARIZONA CORPORATION COMMISSION

JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

September 29, 2014

THE RECORD REPORTER
2025 N THIRD ST #160
PHOENIX, AZ 85004

RE: LEGACY TRADITIONAL SCHOOL-CASA GRANDE
File Number: 19545620

We are pleased to notify you that the Articles of Incorporation for the above-referenced entity HAVE BEEN APPROVED.

You must publish the Articles of Incorporation in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of newspapers is available on the Commission website, www.azcc.gov/Divisions/Corporations.

Publication must be completed WITHIN 60 DAYS after September 29, 2014, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

Corporations are required to file an Annual Report with the Commission. Your Annual Report is due on 09/24/2015, and on the anniversary of that date each subsequent year. It is your responsibility to file the corporation's Annual Report by the deadline each year. You can file it electronically through our website at www.azcc.gov/divisions/corporations, or you can complete the form online, print it, and mail it in, or you can call the Annual Reports section at 602-542-3285.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO WWW.AZCC.GOV/DIVISIONS/CORPORATIONS, THEN CLICK ON THE LINK TO SEARCH FOR YOUR ENTITY. ON YOUR ENTITY'S PAGE, CLICK ON THE BUTTON FOR "SUBSCRIBE TO ANNUAL REPORT EMAIL REMINDER." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

Corporations must notify the Commission immediately, in writing, if they change their corporate address, statutory agent, or statutory agent address. Address change orders must be signed by a duly authorized corporate officer. A forwarding order placed with the U.S. Postal Service is not sufficient to change your address with the Commission.

We strongly recommend you periodically monitor your corporation's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information please contact us at (602) 542-3026 in Phoenix,

or Toll Free (Arizona residents only) at 1-800-345-5819.

Take our online customer service survey at www.azcc.gov/divisions/Corporations.

AZ CORPORATION COMMISSION
FILED

SEP 24 2014

FILE NO. - 1954562-0

AZ Corp. Commission
04812043

ARTICLES OF INCORPORATION

OF

LEGACY TRADITIONAL SCHOOL—CASA GRANDE

The undersigned, having associated ourselves together for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Arizona, do hereby adopt the following original *Articles of Incorporation:*

I.

Name

The name of the corporation is LEGACY TRADITIONAL SCHOOL—CASA GRANDE ("Corporation").

II.

Incorporator

The name and address of the incorporator is as follows:

Aaron Hale
3201 S. Gilbert Road
Chandler, Arizona 85286.

III.

Purpose and Character of Initial Affairs

This Corporation is organized and at all times shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

The character of the affairs which the Corporation initially intends actually to conduct is to provide educational and related services to school-aged children and their families.

IV.

Nondiscrimination

The Corporation admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the schools owned or operated by the Corporation. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

V.

Board of Directors

The initial Board of Directors shall consist of five (5) directors. The names and addresses of those persons who shall serve as directors until the first annual election of directors or for such other period as may be specified in the Bylaws are:

Nathan Schlink
3201 S. Gilbert Road
Chandler, Arizona 85286

Derek Samuel
3201 S. Gilbert Road
Chandler, Arizona 85286

Cory Theobald
3201 S. Gilbert Road
Chandler, Arizona 85286

William Gregory
3201 S. Gilbert Road
Chandler, Arizona 85286

Jenni Ferrin
3201 S. Gilbert Road
Chandler, Arizona 85286

VI.

Members

The Corporation will not have members.

VII.

Limitation on Director Liability

To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. For purposes of this Article VI, "director" includes a person who serves on a board or council of the Corporation in an advisory capacity.

VIII.

Exempt Organization

This Corporation is organized not for pecuniary profit and it shall not have the power or authority to issue shares of stock or declare or pay dividends. No part of the net earnings or assets 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 the purposes set forth in these Articles of Incorporation.

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

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

IX.

Private Foundation

Notwithstanding any other provision of these articles, if the Corporation becomes a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended, while it is a private foundation, the Corporation: (a) shall not engage in any act of self-dealing as defined in Section 4941(d); (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942; (c) shall not retain any excess business holdings as defined in Section 4943(c); (d) shall not make any investments in such manner as to subject it to tax under Section 4944; and (e) shall not make any taxable expenditures as defined in Section 4945(d).

X.

Distribution of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court having proper jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

XI.

Statutory Agent

The name and address of the initial statutory agent of the Corporation is Aaron Hale, 3201 S. Gilbert Road, Chandler, Arizona 85286.

XII.

Indemnification

The Corporation shall indemnify any person made a party to a proceeding by reason of the fact he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity. The Corporation shall pay for or reimburse the expenses incurred by any such director or officer who is made a party to such a proceeding in advance of final disposition of the proceeding. Such indemnification and advancement of expenses shall be mandatory in all circumstances in which indemnification or advancement of expenses, as the case may be, is permitted by law; provided, however, that except with respect to proceedings to enforce rights to such indemnification and advancement of expenses, the Corporation will indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was

authorized by the Board of Directors of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and advancement of expenses to employees and agents of the Corporation, as permitted by law. The Corporation shall provide for indemnification in accordance with this Article VI and Section 10-3850 et seq. of the Arizona Revised Statutes and to the fullest extent that Arizona law permits.

IN WITNESS WHEREOF, I hereunto affix my signature this 23rd day of September, 2014.

Aaron Hale, Incorporator

TERESA TATE
Notary Public, State of Arizona
Pinal County
My Commission Expires
June 02, 2015

Arizona Corporation Commission
Post Office Box 6019
Phoenix, Arizona 85005

Re: LEGACY TRADITIONAL SCHOOL—CASA GRANDE

The undersigned, having been designated to serve as Statutory Agent for the above corporation, hereby consents to serve in such capacity until resignation or removal is submitted in accordance with the Arizona Revised Statutes.

Aaron Hale
3201 S. Gilbert Road
Chandler, Arizona 85286

Dated: 9/23/2014

District Office ● 3201 S Gilbert Rd., Chandler, AZ 85286 ● P: 480-270-5438 ● F: 888-420-5454 ● www.LegacyTraditional.org

July 20, 2015

To Whom It May Concern:

There will not be any type of payment, benefit or consideration given or received to any party in this transition.

Stephanie Gofas
Executive Administrative Assistant

District Office • 3201 S Gilbert Rd., Chandler, AZ 85286 • P: 480-270-5438 • F: 888-420-5454 • www.LegacyTraditional.org

Legacy Traditional School- Casa Grande

Additional Supporting documents:

1. BOD Minutes (LTS- Maricopa)
2. By Laws
3. Governance Structure
4. Governing Board Members information (background info sheet, notarized affidavit, disclosure consent for back ground and credit check & IVP card)
5. Transfer Agreement

Legacy Traditional School
Building a Legacy of Learning

3201 S. Gilbert Rd., Chandler, AZ 85286 • Phone: 480-270-5438 • www.LegacyTraditional.org • Info@LegacyTraditional.org

Legacy Traditional School – Maricopa
Board Meeting Minutes

Date: July 10, 2015
Start Time: 5:00pm
Location: District Office: 3201 S. Gilbert Rd. Bldg. A., Chandler, AZ. 85286

Attendees:
President: Nathan Schlink
Vice President/Secretary: William Gregory
Member: Derek Samuel
Member: Cory Theobald
Member: Jenni Ferrin

Other Attendees:
CAO: William Bressler
CFO: Corey Kennedy
Laura Gregory

AGENDA

I. PLEDGE OF ALLEGIANCE

II. CALL TO ORDER
- Meeting called to order at 5:07pm

III. ROLL CALL
- Nathan Schlink Cory called roll to confirm a quorum

IV. REPORTS
- None

V. UNFINISHED BUSINESS
- None

VI. NEW BUSINESS
1. LTS- Maricopa 15/16 FY Adopted Budget
   i. Requesting board approval for the LTS- Maricopa 15/16 FY Adopted Budget
      1. Derek Samuel motion to approved; Cory Theobald seconded the motion
      2. Motion passed unanimously
2. Resolutions authorizing the transfer of the Casa Grande and Queen Creek charters, assets, liabilities, revenues, and expenses (including campus properties, related bond liabilities, and employees) from Legacy Traditional School – Maricopa (formerly Legacy Traditional Charter School) to Legacy Traditional School – Casa Grande and Legacy Traditional School – Queen Creek (Arizona nonprofit corporations formed in September 2014)
   i. Requesting board to approval for the LTS- Maricopa resolutions
      1. Derek Samuel motion to approved; Bill Gregory seconded the motion
      2. Motion passed unanimously

VII. ANNOUNCEMENTS
- None

VIII. ADJOURNMENT
- Meeting adjourned at 5:48pm

BYLAWS

OF

LEGACY TRADITIONAL SCHOOL—CASA GRANDE

an Arizona nonprofit corporation

ARTICLE I
Offices

Section 1. Organization. LEGACY TRADITIONAL SCHOOL—CASA GRANDE (the "Corporation") is a non-profit corporation organized under the laws of the State of Arizona.

Section 2. Offices. The Corporation shall maintain its principal office in Chandler, Arizona or such other place within the State of Arizona as determined by the Board of Directors or as the business of the Corporation may require from time to time where all business of the Corporation may be transacted.

Section 3. Known Place of Business. The known place of business of the Corporation, as required by A.R.S. § 10-3501 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with A.R.S. § 10-3502.

ARTICLE II
Members

Section 1. Membership. The Corporation shall not have members.

ARTICLE III
Directors

Section 1. Powers of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The Board of Directors shall always consist of at least three (3) but no more than eleven (11) directors. Subject to the foregoing limitations, the number of directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election of Directors. The Board of Directors as provided in the Articles of Incorporation shall elect the first Board of Directors at the organization meeting. Thereafter, the Board of Directors at its annual meeting shall elect directors whose terms are due to expire and each director elected shall hold office for the term for which he or she is elected or until his successor is elected or until his or her earlier death, resignation, or removal. Each director shall have one vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board.

Section 4. Term of Office. The directors shall be divided into three (3) classes, the number in each class to be fixed as nearly as equal in number as possible. The term of office of the first class of Directors shall expire at the time of the annual meeting in 2015. The term of office of the second class of Directors shall expire at the time of the annual meeting in 2016. The term of office of the third class of Directors shall expire at the time of the annual meeting in 2017. At such annual meeting and at each annual meeting thereafter, a number of Directors equal to the number in the class whose term then expires, or such greater or lesser number in said class as may have been designated by a duly adopted resolution of the Board of Directors, shall be elected for terms of three (3) years. Notwithstanding the foregoing, each director shall hold office until his or her successor is elected and qualified, or until his or her earlier resignation or removal.

Section 5. Resignation. Any director of the Corporation may resign at any time, by giving written notice thereof to the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of the majority of the remaining directors, although less than a quorum, or by a sole remaining director, at a special, regular, or annual meeting. A director elected to fill a vacancy occurring in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office.

Section 7. Removal. A director may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the directors.

Section 8. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. 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 law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Section 10. Annual and Special Meetings. Meetings of the Board of Directors, annual or special, shall be held at such time, on such day, and at such place as the President or a majority of the Board of Directors shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 11. Notice. Notice of any meeting shall be delivered at least two (2) days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, telex or telecopier to each director at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid.

Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 13. Compensation and Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors. A director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such services.

Section 14. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary of the Corporation within ten days after the adjournment of the meeting, or at the time of the next meeting, whichever is sooner. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV
Committees

Section 1. Committees. The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such committee or committees as it shall deem advisable

and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more directors.

Section 2. Tenure. Each member of a committee shall continue as a member thereof until the expiration of his or her term as a director or his or her earlier resignation or death, unless sooner removed as a member or as a director.

Section 3. Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

Section 4. Executive Committee. The Board of Directors, by resolution adopted by a majority of the full board, may designate an Executive Committee consisting of one or more directors. One of the members of the Executive Committee shall be designated as Chairman of the Executive Committee. To the extent provided in such resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to any matter prohibited by law.

ARTICLE V
Officers

Section 1. Number. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers, assistant officers and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the two offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by a vote of the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.

Section 3. Removal. Any officer or agent may be removed, with or without cause, by a vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of the term.

Section 5. Board Chair. The Board Chair, if any, shall chair all meetings of the Board of Directors and shall perform all duties incident to the office of Board Chair and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6. President. The President shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. Unless a separate Board Chair is elected, the President shall chair all meetings of the Board of Directors. Unless a separate Chief Executive Officer is elected, the President shall serve as the Chief Executive Officer of the Corporation.

Section 7. Chief Executive Officer. The Chief Executive Officer, if any, shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation and general supervision over its other officers and agents.

Unless otherwise prescribed by the Board of Directors, the Chief Executive Officer shall have full power and authority to attend, act, and vote on behalf of the Corporation at any meeting of the security holders of other corporations in which the Corporation may hold securities. At any such meeting, the Chief Executive Officer shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the Corporation might have possessed and exercised if it had been present. The Chief Executive Officer shall further possess the power to endorse such securities for transfer on behalf of the Corporation by signing the name of the Corporation in his or her capacity as Chief Executive Officer. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 8. Secretary. The Secretary shall (a) keep or cause to be kept the minutes of all meetings and proceedings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law in general perform all of the duties as, from time to time, may be assigned to him or her by the Board of Directors.

Section 9. Treasurer. The Treasurer shall cause appropriate financial reports to be presented to the Board of Directors, and shall perform such other duties as the Board of Directors may prescribe.

Section 10. Vice Presidents. The Board of Directors may elect one or more Vice Presidents. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.

Section 11. Additional Officers. Other officers, assistant officers, or agents elected or appointed by the Board of Directors shall perform such duties as shall be assigned to them by the President or the Board of Directors.

ARTICLE VI
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII
Corporate Seal

The Board of Directors may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE VIII
Waiver of Notice

Whenever any notice is required to be given to any director of the Corporation, a waiver thereof in writing signed by such director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends such meeting for the express

purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX
Amendment of Bylaws

These Bylaws may be altered, amended, or repealed or new Bylaws adopted by a vote of the Board of Directors.

ARTICLE X
Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its directors or officers without full consideration. The Corporation may contract in due course with its directors and officers without violating this provision.

ARTICLE XI
Loans To Officers

Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

CERTIFICATE

I, WILLIAM GREGORY, the duly elected, qualified and acting Secretary of LEGACY TRADITIONAL SCHOOL—CASA GRANDE, an Arizona nonprofit corporation, do hereby certify that the above and foregoing are the Bylaws of this Corporation duly and regularly adopted by the directors thereof effective the 23rd day of September, 2014.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of September, 2014.

TERESA TATE
Notary Public, State of Arizona
Pinal County
My Commission Expires
June 02, 2015

WILLIAM GREGORY

Governance Structure:

Consistency in governance and leadership. Description of the existing corporate and governance structure; financial and operational process that contributed to the high quality school that is being replicated and the consistency that will be maintained with the replication including:

The role of the corporate principals in the maintenance and operation of the school

Legacy Traditional School is a non-profit, tax-exempt (501c3) corporation that operates the charter schools. The Corporate Board (corporate principals) of Legacy Traditional School is responsible for corporate policy and for operations of the corporation including the charter schools. The Corporate Board has the general charge of the affairs, property and assets of the corporation.
Examples of the Corporate Board responsibilities include:

a) Adopt policies and procedures
b) Oversee the Corporation's finances, including required audits and reporting
c) Manage matters relating to the fiscal, contractual and academic performance of the charter schools
d) Appoint and reappoint school board members
e) Authorize the expansion of operations and the purchase of property
f) Approve the compensation plan for the principal, teachers and staff of the charter school
g) Administer the philosophy of the school
h) Ensure the commitment of the curriculum and teaching methodology
i) Supervise curriculum alignment with Arizona State Articulated Standards
j) Regulate school size, class size, and overall student-to-teacher ratio
k) Manage the annually approved school budget
l) Authorize major financing or financial commitments
m) Endorse building or renovation projects
n) Serve as authorized representative in all dealings with the State Board of Charter Schools, the Department of Education, and all other outside entities
o) Evaluate and set appropriate compensation levels, commensurate with experience, education, and abilities for all hiring and staffing of personnel.
p) Maintain compliance with all laws, regulations and requirements

The role and makeup of the governing body

Legacy Traditional School governing board for the schools is, pursuant to ARS 15-183, 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. 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. Examples of the school governing board responsibilities include:

a) Approve the school's budget as a part of the corporation's annual budget process.

b) Review and approve the school's annual financial report and other reports required by the department of education and the state board for charter schools.

c) Review and approve curriculum, textbooks and other instructional media, to align with Arizona State standards.

d) Regularly assess the academic performance of the school using internal and external measures

e) Approve student disciplinary action involving expulsion in compliance with State statutes.

The School Board shall in all respects be the governing body of the school and shall conduct all of its meetings in accordance with State statutes and, in particular with the Arizona Open Meetings Law (A.R.S. § 38-341, et. Seq., as amended from time to time.

The business and affairs of the Corporation shall be managed under the direction of the Board, which shall be vested with all powers, privileges and rights provided by the Nonprofit Act, and duties referenced therein, and will have final authority to establish and resolve all matters and questions of policy.

A majority of the Directors serving on the Board may elect one of the directors to serve as chair of the Board (the "**Chair**"). Said person shall hold such position until the next annual meeting of the Board and until his, or her, successor has been duly elected, or until his, or her, resignation, earlier death, or removal. If the election of the Chair is not held at such meeting, or if such meeting is not held, such election may be held at any subsequent meeting of the Board. The Chair shall preside at meetings of the Board, and shall present, or cause to be presented, a report of the condition of the business of the Corporation at the annual meeting of the Board. The Chair shall perform such other duties as are incident to the position, are required by law, or are specified by the Board by resolution.

~~A majority of the directors then serving shall constitute a quorum for the transaction of business~~ at any meeting of the Board, and the vote of a **[majority]** of the directors present, participating and represented at a meeting at which a quorum is present shall be the act of the Board (subject to any requirements for the vote of a greater percentage of directors, or for the vote of only disinterested directors as may be imposed by the Nonprofit Act, the Articles or these Bylaws). If a quorum is not present at a meeting, a majority of the directors present, participating and represented may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at or participating in a meeting and to vote if the director has granted a proxy meeting the requirements of the Section 10-3724 of the Nonprofit Act. At any meeting of the Board, each director present, participating or represented at such meeting shall have one (1) vote on any matter.

Qualifications of School Board Members

- Have a strong interest in improving the educational environment for their own, and other children
- Are willing to dedicate the time and resources necessary to ensure the success of this charter school
- Represent a cross section of the student body, in terms of the grade levels of their children, as well as socio-economic status, and cultural background
- Provide LTCS with a strong base of skills and experience to continue to build our school. Some examples might be; legal expertise, business knowledge, educational experience, fundraising prowess, community relations, and various other skills
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The business structure, including the use of contracted services, if any, for financial and operational processes.

Legacy Traditional Charter School is a non-profit, tax-exempt 501(c)(3) corporation that operates the charter school. The corporation currently has a five member Corporate Board (corporate principals) which manages the affairs of the corporation with regard to major financial and charter decisions, including setting school policy. In addition, Legacy Traditional Charter School continues to demonstrate understanding of management needs and priorities through the implementation of fiscal management policies and procedures. The corporation may appoint additional members to the Corporate Board, as officers, agents and committees, as it deems necessary, appropriate, or proper. The Corporate Board may establish such rules of conduct of its business and affairs, consistent with the provisions of Bylaws.

LTCS does contract with educational service providers as needed. All employees will be required to maintain a current Arizona Department of Public Safety Fingerprint Clearance Card as required by law. In addition, employees will be expected to demonstrate a commitment to education and the mission of the school.