BYLAWS OF

LEMAN ACADEMY OF EXCELLENCE, INC.

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ARTICLE 1. NAME AND LOCATION

1.01.00 Name.

The name of the corporation is Leman Academy of Excellence, Inc., referred to hereinafter as "Corporation."

1.01.01 Charter.

The Corporation was duly chartered on May 19, 2014 (Charter No. _____) pursuant to the provisions of the Arizona Nonprofit Corporation Act.

1.01.02 Location.

The principal office of the Corporation and such other offices, either within or without the State of Arizona, shall be established as the Board of Directors may determine as necessary.

1.01.03 Registered Office.

The Corporation shall have and continuously maintain a registered office, and a registered agent whose office is identical with such registered office, or as otherwise required by the Arizona Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the addresses of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2. PURPOSE AND MISSION STATEMENT

2.01.00 Purpose:

The purpose of the corporation is for any lawful purpose permitted by the Nonprofit Laws of the State of Arizona; and exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended.

2.01.01 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer, or member of the corporation or any 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 the articles of incorporation). No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication of distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.

2.01.02 The Corporation is a public charitable organization as defined by the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended.

2.01.03 Notwithstanding any other provision of the articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.01.04 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent 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 such court shall determine, which are organized and operated exclusively for such purposes.

2.02.00 Mission Statement: The mission of the Corporation is to establish and operate one or more public charter schools in accordance with the laws of the state where the school is located.

ARTICLE 3. BOARD OF DIRECTORS

3.01.00 Authority of the Board of Directors.

The Board of Directors has the general power to control and manage the affairs, funds, and property of the Corporation; disburse the Corporation's monies and dispose of its property in fulfillment of its mission; and provided, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The fiduciary responsibilities of individual Directors are those specified for directors in the Arizona Nonprofit Corporation Act, as amended. The Board of Directors shall be the governing board for the school until such time as the Board determines it is in the best interest of the school to appoint a separate governing board.

3.02.00 Appointment of an Executive Director.

The Board of Directors shall appoint the Executive Director who shall be responsible to the Board for the administrative and business management of the Corporation. The Board of Directors is solely responsible for the recruitment, appraisal, compensation and retention or dismissal of the Executive Director.

3.03.00 Number.

The number of Directors shall not be less than two, and not more than eleven.

3.04.00 Election.

Persons are eligible for election by nomination by any Board member. Election is by majority of Directors voting and shall be by secret ballot if requested by any Director. The election of Directors shall occur at the scheduled annual meeting.

3.04.01 The Directors elected at the first and organizational meeting shall serve an initial term for the number of years set forth next to their name as follows:

Dr. Kevin Leman (1)	Dennis O'Reilly (1)
Joseph Higgins (1)	Lynne Holton (1)

3.05.00 Term.

3.05.01 Directors shall be elected for a term consisting of a one-year term each. Directors may serve more than one term.

3.05.02 For a director who is elected to fill a vacancy pursuant to Article 3.05.00, the limitation specified in Article 3.04.01 does not apply until the incumbent completes the remaining portion of the unexpired term of the vacancy that the incumbent had been elected to fill.

3.06.00 Vacancies.

Any vacancy which exists on the Board shall be filled by a majority vote of the Board when necessary. A nomination may be made by any Director. A Director elected to fill a vacancy shall serve for the remaining portion of the term.

3.07.00 Primary Responsibilities of the Board of Directors.

3.07.01 The Board of Directors is vested with a fiduciary responsibility to set policy, fiscal guidance, and ongoing governance of the Corporation, and empower its Executive Director with the authority to carry out that responsibility.

3.08.00 Removal of Directors.

3.08.01 Removal by Board. A Director of the Board may be removed by a majority vote of the total Board membership whenever in the Board's judgment the best interests of the Corporation would be served thereby. Removal from the Board automatically revokes any election as an officer of the Board.

3.09.00 Conflicts of Interest.

It is the responsibility of each Director to make full disclosure to the Board of Directors concerning any actual or potential conflicts of interest in any matter which is the subject of business before the Board. No Director may vote on any matter in which he or she has any actual

or potential conflict of interest. Directors shall disclose in writing to the Board of Directors any persons to whom they are closely related or organization with which they are affiliated who or which presently transacts business with the Corporation or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An affiliation with an organization shall be considered to exist when a Director or a member of his immediate family, close relative, affectional or life partner is an officer, director, partner, employee or agent of the other organization, or has any substantial interest or dealing with the other organization. Closely related persons shall include, in addition to spouses, children, siblings and blood relatives, affectional relationships between persons of the same or opposite sex.

ARTICLE 4. MEETINGS

4.01.00 Participation in Board Meetings.

4.02.00 Regular Meetings.

The regular meetings of the Board shall be as set by a majority of the Board at any place as a majority of the existing Board shall select; provided, however, that should any such meeting day fall on a legal holiday, such meeting date shall occur on the next Monday following the holiday. The Board of Directors may reschedule regular meetings as deemed necessary by a majority vote.

4.03.00 Annual Meeting.

The annual meeting day shall be every year as set by a majority of the Board, and shall be held at any suitable place as a majority of the existing Board shall select.

4.04.00 Special Meetings.

Special meetings of the Board may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings for the board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board.

4.05.00 Waiver of Notice.

Notice of any special meeting of the Board shall be given at least three days previous thereto by written notice, delivered personally or sent by mail or electronic transmission to each Director at his/her address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon. If notice is given by electronic transmission, such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless a Director attends a meeting for the express purpose of objecting to the transaction of any business. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such notice of such meeting, unless specifically required

by law or by these bylaws.

4.06.00 Quorum.

A majority of the Board of Directors qualified to vote shall constitute a quorum for the transaction of business at any meeting of the Board.

4.07.00 Meetings by Teleconference.

Regularly scheduled or specially called meetings of the Board of Directors and any committees or subcommittees of the Board of Directors may be conducted with all or some members of the Board or committee participating by teleconference call on a telephone equipped to provide speaker phone participation by all members of the Board or committee or sub-committee of the Board of Directors. Teleconference participation in the business of the Corporation shall not dispense with the normal written transactions of business conducted by such participation, and minutes shall reflect members of the Board or committees participating by teleconference.

4.08.00 Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present in person or by teleconference shall be the acts of the Board of Directors, unless the acts of a greater number is required by law or by these bylaws.

ARTICLE 5. EXECUTIVE DIRECTOR

5.01.00 The Executive Director is the principal officer of the Corporation and is directly responsible for implementing all policies and procedures approved by the Board. The Officer shall be a member of the Board. The Executive Director is the principal executive officer, irrespective of whatever title utilized, and includes the designation of Executive Director. The position shall function as follows:

5.02.00 Nomination for appointment of the Executive Director shall be made by the Executive Committee, or other committee appointed by the Board, and submitted to the Board of Directors for confirmation.

5.03.00 The Executive Director is accountable to the Board for daily operations and attends all Board of Directors' meetings as a member of the Board.

5.04.00 The Executive Director shall upon request of the Chair or other officer of the Board submit to the officer(s) on a timely basis requested reports or information as may in their opinion be necessary for the accomplishment of their responsibilities under these bylaws, and to enable said officers to review and evaluate established operating procedures and policies.

5.05.00 The Executive Director is authorized, as agent, to enter into contracts for such services as the Board shall have given prior approval, and to hire operating personnel. No person shall be designated an operating officer or officer of the Corporation without specific approval of

the Board. The Board shall be deemed to have given its approval for hiring for positions funded in grants sought or income through the state funding for charter schools and approved with prior knowledge of the Board, and within the framework of guidelines and amendments to accepted grant guidelines of the funder or income through the state funding for charter schools.

5.06.00 The Executive Director may require the Chair to convene the Board or the Executive Committee of the Board for a special meeting of either body within seventy-two hours of any such request. Notice of impending legal action or other matters of a serious nature shall be given to the Chair or to the Executive Committee of the Board of Directors by the Executive Director on a timely basis.

5.07.00 No provision herein assigning functions to the Executive Director shall limit the scope or authority of any officer of the Board to fulfill their function(s) as defined in Article 5 or elsewhere in these bylaws, or as required by statute, whether stated or not in these bylaws.

ARTICLE 6. COMMITTEES OF THE BOARD

6.01.00 Creation and Authority.

The Chair of the Board of Directors may designate and appoint one or more committees. Except for the Executive Committee, each is to act in an advisory nature, not having the power to act on behalf of the Board of Directors. Each shall be chaired or co-chaired by a Director of the Board and shall consist of at least two or more Directors. The chair may appoint volunteers to serve as full voting members of the Board committees. Each committee, including the Executive Committee, shall report directly to the Board of Directors. The Chair shall appoint committee chairs of each Board committee (normally at the annual meeting) and be an ex-officio voting member of each said committee.

6.02.00 Executive Committee. The Executive Committee is a standing committee created by these bylaws and shall be comprised of the officers of the Board, including the Executive Director and immediate Past-Chair. The Executive Director is a non-voting member of the Executive Committee.

6.02.01 Authority. During the intervals between the regular meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors while the Board is not in session except authority: (i) which has been delegated to another committee in accordance with these Bylaws; (ii) to remove or elect any Director, ratify the removal or election of any Director or to elect or remove any member of the Executive Committee or any principal officer; (iii) to change the number or members of the Executive Committee; (iv) to amend or to suspend the Bylaws; (v) to alter or amend the Articles of Incorporation; or (vi) to take any action which the Board of Directors may specifically reserve to itself or as may be reserved in the Articles of Incorporation.

6.02.02 Executive Committee Meetings. The Executive Committee shall keep a written record of its acts and proceedings and shall submit such records to the Board of Directors at each regular meeting thereof (and at such other times as requested by the Board of Directors). Failure

to submit such record or failure of the Board to approve any action indicated therein shall not, however, invalidate such action to the extent that it has been carried out by the corporation prior to the time the record of such action was or should have been submitted to the Board of Directors as herein provided.

6.02.03 Meetings of the Executive Committee may be by teleconference, in accordance with the provisions of Article 6.07.00 of these Bylaws.

6.03.00 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

6.04.00 Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

6.05.00 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06.00 Quorum. Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07.00 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7. ADVISORY BOARD

7.01.00 Membership. A constituency of lay people and professional people providing a broad based community Advisory Board may be appointed and perpetuated by the Board. The Chair of the Board of Directors shall appoint a Chair from among the members of the Advisory Board, to nominate other members and conduct the proceedings of the Advisory Board which may meet once each quarter.

7.02.00 Structure. The Chair, or alternate, is to attend Board of Director meetings to report any Advisory Board recommendations or observations about policies and procedures of the Corporation. The Advisory Board and its committees may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

7.03.00 Removal. Any member of the Advisory Board may be removed by a majority vote of a quorum of the Corporation's Board of Directors whenever in the Board of Directors' judgment the best interests of the Corporation would be served thereby.

ARTICLE 8. INDEMNIFICATION

8.01.00 The Corporation shall indemnify any member of the Board who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether by or in the right of the Corporation or any other party, by reason of the fact that he/she is or was a member of the Board or an officer of the Board, or of any committee of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed on him/her in connection with any such action, suit or proceeding.

ARTICLE 9. PERSONNEL POLICIES

9.01.00 Written Policies. The Corporation shall establish written policies concerning qualifications, responsibilities and conditions of employment.

9.02.00 Contents of Personnel Policies. The Corporation's personnel policies shall be available to each employee. The policies shall be applicable to all federal, state, and local laws.

9.03.00 Equal Employment Opportunities. The Corporation and its agents shall not discriminate in the securing or offering of employment against any persons due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation.

ARTICLE 10. ANNUAL REPORT

10.01.00 The Executive Committee of the Board of Directors shall oversee and prepare an annual report to the Board of Directors and the general public of the business of the Corporation.

ARTICLE 11. CONTRACTS, DEPOSITS AND FUNDS

11.01.00 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

11.02.00 Funds. Checks, drafts and transfers from the deposit account of the Corporation to cover ongoing expenses of the Corporation shall be authorized by the Executive Director. Telephone transfers of funds by the Executive Director from one account to another shall be routinely and contemporaneously recorded on the appropriate form (ASD-043, or its successor form) and such record shall include the following information:

a. the account number from which the transfer was made;

b. the account number into which the transfer was made;

c. the exact amount of the transfer;

d. the bank officer/employee making the transfer;

e. the date and time the transfer was made; and

f. the signature of the Executive Director or person authorized to make such transfer.

11.02.01 The forms recording the information required by Articles 11.02.00a through 11.02.00f shall be maintained in chronological order by the Executive Director and shall be inspected by the Treasurer of the Corporation on a monthly basis.

11.03.00 Deposits. All funds of the Corporation shall be deposited in any number of interest-bearing or non-interest bearing accounts that fall within FDIC-protected limits and transferred in accordance with these bylaws and standard operating procedures. All deposits shall be timely made.

11.04.00 Gifts. The Board of Directors may accept on behalf of the Corporation, any contributions, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE 12. ACCOUNTS, MINUTES, ETC.

12.01.00 The Corporation shall keep complete and correct books and records of accounts, and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 13. FISCAL YEAR

13.01.00 The fiscal year of the Corporation shall be the calendar year.

ARTICLE 14. SEAL

14.01.00 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation. The corporate seal may be either embossed or produced by a computerized graphic.

ARTICLE 15. DISCRIMINATION

15.01.00 The Corporation and its agents shall not discriminate in the securing or offering of services or employment against persons or organizations due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation, or persons with disabilities.

ARTICLE 16. AMENDMENTS TO THE BYLAWS

16.01.00 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board present in person or by teleconference at any regular meeting or at any special meeting, if at least seven days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meetings. Bylaws may be suspended only by a majority vote of Directors at any regular or specially called meeting of the Board of Directors.

ARTICLE 17. PARLIAMENTARY AUTHORITY

17.01.00 The rules contained in Robert's Rules of Order, as may be revised and amended from time to time, shall govern all cases wherein they do not conflict with the law, the charter, or these Bylaws. The Chair has the authority to appoint a Parliamentarian as needed.

ARTICLE 18. PROXY

18.01.00 **Proxy.** Directors shall not be permitted to vote in elections by proxy.

ARTICLE 19. VOTING

19.01.00 **Voting.** At any meeting of the Directors, every Director present shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority present at any meeting at which a quorum is present shall be the act of the Directors.

19.02.00 **Chair Vote.** The Chair of the Board of Directors will be allowed to vote when his or her vote will affect the outcome of a motion.

ARTICLE 20. PERSONAL LIABILITY

20.01.00 No Director shall be held personally liable for any debts of the Corporation.

ARTICLE 21. LOANS

21.01.00 The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director, Officer, or Employee. Provided, however, that the Corporation may advance money to a Director, Officer, or Employee of the Corporation for expenses reasonably anticipated to be incurred in the performance of their duties so long as such individual would be entitled to be reimbursed for such expense absent that advance.

ARTICLE 22. DISSOLUTION

22.01.00 In the event that the Corporation is dissolved or for any reason ceases to operate, the assets of the Corporation, if any, are to be transferred to the federal, state, or local government for a public purpose or to an educational, religious, charitable, or other similar organization that is qualified for exemption under Internal Revenue Code § 501(c)(3), as amended, or any successor statute.

I, the undersigned, being the Secretary of the Leman Academy of Excellence, Inc., hereby certify that the foregoing are the Bylaws of the said Corporation as accepted and approved by the Board of Directors, effective this 12th day of May, 2014.

Secretary, Board of Directors