BYLAWS

OF

OPEN DOORS COMMUNITY SCHOOL, INC.
A NON-PROFIT CORPORATION

ARTICLE I. Name

The name of the corporation shall be Open Doors Community School, Inc., A Non-Profit Corporation (hereinafter the "Corporation").

ARTICLE II. Offices

The principal office of the corporation shall be located at 3275 West Ina Road, Suite 135, City of Tucson, County of Pima, State of Arizona. The corporation may have such other offices, either within or without the State of Arizona, as the Governing Board may determine from time to time. The principal office shall store the records of the corporation.

ARTICLE III. Purpose

The Corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the purposes of promoting, forming and operating a charter school or schools for the general education of children, specifically to provide academic instruction, recreation, facility management, supplementary programs, school design and construction and related programs and services.

For the above-purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Arizona upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests, and contributions in any form to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above-purposes.

ARTICLE IV. Membership

The Corporation shall have one (1) member, Arizona Youth Partnership, Inc. ("AzYP)", an Arizona non-profit 501(c)(3) tax exempt corporation.

ARTICLE V. Governing Board

Section l. General Powers. Subject to limitations contained in these Bylaws, the Articles of Incorporation or prescribed by law, the Governing Board shall conduct, or direct the conduct of, the corporation's affairs.

Section 2. Number of Governing Board Members. The authorized number of Governing Board Members of the corporation is not less than five (5), or more than nine (9) persons.

Section 3. Selection and Term. The Members of the Governing Board shall be selected by the Board of Directors of Arizona Youth Partnership (AzYP) at the annual meeting of the AzYP or at such other time as the Board may designate, shall take office upon selection and shall hold office for a term of four (4) years, except that for the initial Governing Board, a majority of Members shall serve an initial term of four years and a minority of Members shall serve an initial term of three years, as determined by the AzYP Board. The Governing Board shall be composed of a majority of members who are not members of the Board of Directors of AzYP.

Section 4. Initial Governing Board Members. The initial Governing Board Members shall consist of:

William (Bill) Williams
2 East Congress St, Suite 400
Tucson, AZ 85701

Michelle A. Ellis, Ph.D.
13644 N. Sandario Road
Marana, AZ 85653

Darleen Honea Hall
10650 N. Camino de Oeste
Tucson, AZ 85741

Charles Monroe, M.Ed.
5049 East Broadway Blvd. Suite 102
Tucson, AZ 85711

Steve Rosalik
6852 E. Flamenco Drive
Tucson, AZ 85710

K. Daniel Stoltzfus, MPA
8100 N. Boreal Drive
Tucson, AZ 85704
AzYP Executive Director/Ex-Officio, Non-Voting Member

Section 5. Resignation, Removal and Vacancy. Any Governing Board Member may resign by submitting a written resignation to the Governing Board or the Secretary of this corporation (Open Doors Community School, Inc). Any one or more of the Governing Board Members may be removed without cause if such removal is approved by a vote of at least two-thirds of all AzYP Directors then in office, provided, however, that if practicable, a Governing Board Member shall not be removed without an opportunity to communicate to the AzYP Board his or her opposition to removal. Any vacancy on the Governing Board shall be filled by the AzYP Board of Directors. The

term of office of a person appointed to fill a vacancy on the Governing Board shall be his or her predecessor's term, or such other time as the AzYP Board may specify.

Section 6. Compensation. Governing Board Members shall not receive compensation for their services as Board Members but may, by agreement of the Board, be reimbursed for properly documented, reasonable expenses incurred in connection with duties performed as Governing Board Members. Nothing in this Section shall be construed to preclude a Governing Board Member from serving the corporation in any capacity other than as a Governing Board Member and receiving reasonable compensation for such other services.

Section 7. Regular Meetings. Regular monthly meetings of the Governing Board shall be held on the _____ of each month. The Governing Board shall provide 24 hours advance notice or as much advance notice as possible by posting public notice as required by the Arizona Open Meeting Law. The notice shall contain the time, place (either within or without the corporation's boundaries) and agenda for the monthly meetings of the Governing Board. If the Governing Board fails to designate a date, time, and place for its regular meeting, the meeting shall be held at _____ _.m. on the first Thursday of the month in the boardroom at _____.

Section 8. Special Meetings. Special meetings of the Governing Board may be called by or at the request of the President. The President may fix any place, either within or without _____, as the place for holding any special meeting of the Governing Board. Notice of a special meeting shall be posted pursuant to the Arizona Open Meeting Law as noted above.

Section 9. Annual and Semi-Annual Corporate Meetings. The annual corporate meeting shall be held in December/January of each year and the semi-annual meeting of the corporation shall be held in June/July of each year, unless otherwise scheduled by the Board. The purposes for the corporate meetings shall include the following: election of officers; departmental reports; policy review; budget development and review; organizational planning; next-year planning to include staffing, organizational chart, program needs, visioning and goals setting; long-term and strategic planning; and, other similar types and special issues as may arise.

Section 10. Work Sessions and Retreats. Work sessions and retreats may be scheduled as the Board may deem necessary and/or appropriate.

Section 11. Quorum A majority of the Governing Board members shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board are present at said meeting a majority of the Board present may adjourn the meeting from time to time without further notice.

Section 12. Action. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law or these Bylaws.

Section 13. Open Meeting Law.

The Governing Board shall comply in all respects with applicable Arizona Open Meeting Laws.

Section14. Voting. The Governing Board President shall not vote except in the event of a tie vote of the Governing Board members present and voting.

Section 15. Ex-Officio Member. The Executive Director of AzYP shall be an ex-officio, non-voting member of the Governing Board.

ARTICLE VI. Officers

Section 1. Officers. The Officers of the Corporation shall be members of the Governing Board and shall be one President, one Vice President and one Secretary/Treasurer.

Section 2. Chief Executive Officer. The day to day affairs of the Corporation and the operation of the school or schools shall be administered by a Superintendent, Chief Executive Officer, Principal or such other administrator as appointed by the Open Doors Community School Governing Board (in consultation with the Board of Directors of AzYP) and shall serve at the pleasure of the Open Doors Community School Governing Board.

Section 3. Election/Appointment of Officers. The Governing Board may elect or appoint such other officers as they shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Governing Board. Any two or more offices may be held by the same person, except the offices of President, Vice President and Secretary/Treasurer.

The Officers of the Corporation, other than the Chief Executive Officer, Superintendent or Principal, shall be elected annually by the Governing Board at the annual meeting of the corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Governing Board. Each officer shall hold office until his/her successor has been duly elected and qualified. Any officer elected every four years or appointed by the Governing Board may be removed from office by the Governing Board whenever in its judgment the best interests of the Corporation would be served thereby.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, maybe filled by the Governing Board for the unexpired portion of the term.

Section 4. President. The President shall preside at all meetings of the Governing Board. He/she may sign, with the Vice President or any other proper officer of the Corporation authorized by the Governing Board, any deeds, mortgages, bonds, contracts, or other instruments which the Governing Board has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Governing Board or by these bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform

all duties incident to the office of the President and such other duties as maybe prescribed by the Governing Board from time to time.

Section 5. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time maybe assigned to him/her by the President or by the Governing Board.

Section 6. Secretary/Treasurer. The Secretary/Treasurer or his/her designee shall ensure that the minutes of the meetings of the Governing Board are kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; oversee the custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; reviews fiscal status of the Corporation to include timely budget development, approval and monitoring, timely audit completion and, in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Governing Board.

ARTICLE VII. Committees

The Governing Board, by resolution adopted by a majority of the Board in office, may designate and appoint one or more committees, each of which shall consist of two or more Board members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Governing Board in the management of the Corporation, except that no such committee shall have the authority of the Governing Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any Board member or officers of the Corporation; amending the Articles of Incorporation; restating Article of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof; adopting a plan of the distribution of the assets of the Corporation of revoking thereof; adopting a plan for the distribution of the assets of the Corporation; or amending; altering or repealing any resolution of the Governing Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate or relieve the Governing Board, or any individual Board member, of any responsibility imposed upon it or him/her by law.

Unless authority is specifically delegated by resolution of the Governing Board, no committee shall have the authority to bind or obligate the Governing Board to any contract, agreement or action of any kind.

Other committees not having and exercising the authority of the Governing Board in the management of the Corporation maybe appointed in such manner as maybe designated by the resolution adopted by a majority of the Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation

shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Each member of a committee shall continue until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

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.

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

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Governing Board.

ARTICLE VIII. Contracts, Checks, Deposits and Funds

The Governing Board 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.

All checks, drafts or orders for 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 Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the President and countersigned by the Vice President or Secretary/Treasurer of the Corporation.

All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Governing Board may select.

The Governing Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Governing Board and committees having any of the authority of the Governing Board.

ARTICLE X. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the Board members present at any regular meeting or at any special meeting, with at least two days' written notice to be given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Any proposed amendment to these Bylaws shall be submitted first to the Board of Directors of AzYP, which Board may approve, modify or reject the proposed amendment.

ARTICLE XII. Conflict of Interest

The directors, officers, employees and agents of the Corporation shall comply with all applicable conflict of interest laws and policies including, but not limited to, the AzYP conflict of interest policy.