Bylaws of Phoenix Collegiate Academy, Inc.

ARTICLE I

Phoenix Collegiate Academy Charter School
5610 S Central Avenue, Phoenix, AZ 85040

Phoenix Collegiate Academy Charter School prepares kindergarten to twelfth grade students to succeed in college and be leaders in our community.

Section 0: The Corporate Board of Phoenix Collegiate Academy Charter School ("Phoenix Collegiate Academy") will delegate all responsibility for the governance of Phoenix Collegiate Academy to the School Governing Board.

Section 1: The name of the organization will be Phoenix Collegiate Academy, Inc.

Section 2: The initial principal location of Phoenix Collegiate Academy shall be at:
5610 S Central Avenue
Phoenix, AZ 85040

Phoenix Collegiate Academy may also have offices at such other places as the Governing Board (Board) shall determine the business of Phoenix Collegiate Academy requires; provided, however, that the registered office be registered with the Secretary of State of Arizona and the agent so registered be located at the same address, or otherwise as provided by the Governing Board.

Section 3: The purposes for which the Phoenix Collegiate Academy Charter School is organized is to prepare students in grades kindergarten through twelve for success in elementary, middle and high school through college, through a demanding education based on high standards, structure, and accountability.

Section 4: If, for any reason, the organization should dissolve, upon dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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.

ARTICLE II
Members

Phoenix Collegiate Academy does not have members. While persons who associate or attend programs of, participate in, contribute to, or benefit from Phoenix Collegiate Academy may be referred to as "member," no rights, voting or otherwise, will inure to such person.

ARTICLE III
Board of Trustees

Section 1: The Governing Board ("the Board") shall consist of at least three Trustees and no more than thirteen Trustees. All Trustees shall have identical rights and responsibilities. The Chief Executive Officer will be an advisory, non-voting member of the Board (*ex officio*). Any current employee may not be a Trustee.

Section 2: Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board delineated in the Board Member Expectations document.

Section 3: The Phoenix Collegiate Academy nominating committee, known as the Governance Committee, shall present a slate of potential Trustees and officers for election by the Governing Board. This slate shall be presented at the annual meeting of the Board.

Section 4: Trustees shall serve a term of three (3) years from the date of their appointments with annual renewal, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. No Trustee shall serve more than two (2) consecutive, three-year terms. Trustees shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Governing Board will serve staggered terms. The initial Board shall consist of

at least two Trustees who will serve a one-year term (ending in Winter 2010), at least two Trustees who will serve a two-year term (ending in Winter 2011), and at least two Trustees will serve a three-year term (ending in Winter 2012).

Section 6: Any vacancy occurring in the Governing Board and any position to be filled by reason of an increase in the number of Trustees may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Trustees. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7: A Trustee may resign at any time by filing a written resignation with the Chair of the Board.

Section 8: The Board may remove any Officer or Trustee with or without cause by two-thirds (2/3) vote of the entire Governing Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 9: Members of the Governing Board:

(a) Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Phoenix Collegiate Academy activities in accordance with Phoenix Collegiate Academy Charter School policies.
(b) Shall serve the Phoenix Collegiate Academy Charter School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Phoenix Collegiate Academy Charter School.

(c) Shall be bound by the Code of Conduct, Conflict of Interest and Confidentiality policy statements.

(d) Shall have no direct or indirect financial interest in the assets or leases of the Phoenix Collegiate Academy Charter School; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Phoenix Collegiate Academy Charter School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE IV
Officers

Section 1: There shall be three (3) elected Officers of the Board: a Chair, a Vice Chair, and a Secretary/Treasurer. Each office will be held by a separate person.

Section 2: The Governance Committee shall present a slate of Officers to the Governing Board. The nominated Officers shall be drawn from among the members of the Governing Board. The election of Officers shall be held at the annual meeting of the Board.

Section 3: The newly elected Officers shall take office on the Monday following the annual board retreat (held in January/February of each year) following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A Trustee may serve more than one (1) year in the same office.

Section 4: In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair or Secretary/Treasurer becomes vacant, the Chair shall appoint and approve interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held and elections can take place.

ARTICLE V
Meetings

Section 1: The annual meeting of the Governing Board shall occur in the third quarter of the fiscal year. There shall be at least 6 other regular meetings of the Board held each year. Notice shall be given to each Trustee thirty (30) days prior to the date of every regular meeting of the Board.

Section 2: Special meetings of the Governing Board may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given each Trustee two (2) calendar days prior to the meeting.

Section 3: One-half of the Trustees then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Governing Board, except where otherwise required by these Bylaws.

Section 4: The Board shall select its own meeting format in any method allowed by the laws of the state of Arizona. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article V shall constitute a meeting of the Governing Board and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 5: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Trustees 24 hours prior to the meeting. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting also shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: An absentee Board member may not designate an alternate to represent him or her at a Board meeting. A member of the board may be deemed to be present for purposes of achieving a quorum and may cast a vote if he/she grants a signed, written proxy to another board member who is present at the meeting. The proxy must direct a vote to be cast

with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

ARTICLE VI
Committees and Task Forces

Section 1: A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees may be composed of Trustees or community members, or both but all committees must have at least one board member involved. The Board may prescribe the need and/or the composition of such committees.

Section 2: There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least two (2) persons recommended by the Chair and elected by the Governing Board at its annual meeting. Each committee member shall serve a term of one (1) year, and these terms shall be staggered to ensure continuity of committee membership. The committee should be chaired by the Board Chair.

Section 3: The duties of the Governance Committee shall be:

(a) to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Trustee positions on the Board;
(b) to present a slate of nominees for Officers to the Board for election at the annual meeting;
(c) to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
(d) to provide ongoing orientation to Trustees;
(e) to oversee a Trustee assessment process to ensure optimum performance; and
(f) to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

ARTICLE VII
Fiscal Year

The fiscal year of the Phoenix Collegiate Academy Charter School shall begin on July 1 of each calendar year and terminate on June 30 of the following year.

ARTICLE VIII

Rules of Order

In case of conflict or challenge, the rules of order of Parliamentary Procedure shall govern the conduct of all meetings of Phoenix Collegiate Academy Charter School.

ARTICLE IX

Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Trustees then in office; provided that notice of the proposed amendment, together with a copy thereof, is distributed to each Trustee at least five (5) days prior to the meeting at which the amendment is to be considered.