Bylaws of
PS CHARTER SCHOOLS, INC.
an Arizona Nonprofit Corporation

June 7, 2013

BYLAWS OF
PS CHARTER SCHOOLS, INC.
an Arizona Nonprofit Corporation

ARTICLE I
General Provisions

1.1 Name. The name of the Corporation is: PS CHARTER SCHOOLS, INC. (the "Corporation").

1.2 Known Place of Business. The known place of business of the Corporation is: 4909 East Brown Road, Mesa, AZ 85205. The Corporation's known place of business may be changed from time to time by the Board of Directors (the "Board").

1.3 Other Offices. The Corporation may have such additional offices at such other place or places, either within or without the State of Arizona, or within or without the United States of America, as the Board may designate or as the activities of the Corporation may require from time to time, and the Corporation may transact its business at such other offices with the same effect as that conducted at the known place of business.

1.4 Statutory Agent for Service of Process. The statutory agent for service of process required to be appointed and maintained by the Corporation is set forth in the Corporation's Articles of Incorporation, and may be changed from time to time, with the consent of the new statutory agent, by action of the Board and upon appropriate notice to the Arizona Corporation Commission.

1.5 Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation.

ARTICLE II
Purposes

2.1 Tax Exempt Purpose. The Corporation is organized as a nonprofit corporation under the laws of the State of Arizona and shall be operated exclusively for the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). All of the Corporation's net earnings shall be devoted exclusively to such purposes. All terms and provisions of these Bylaws shall be construed, applied and carried out in accordance with the tax exempt purpose of the Corporation.

2.2 Character of Affairs. The character of the affairs that the Corporation initially intends to conduct shall be to operate a school for children with autism, and to receive and administer funds for charitable, scientific, literary and educational purposes in a manner consistent with the purposes set forth herein.

2.3 General Powers. In pursuing and solely for such purposes, the Corporation may do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation and may exercise any of the powers granted to nonprofit corporations by the laws of the State of Arizona consistent with the Corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Code and exempt from State of Arizona income tax under Section 43-1201 of the Arizona Revised Statutes (the "Statutes").

2.4 Nonprofit Operation. The Corporation is not organized and shall not be operated for pecuniary gain or private benefit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation exempt from Arizona income tax under Section 43-1201 of the Statutes.

2.5 Restrictions on Powers While a Private Foundation. During any period that the Corporation is a private foundation, as that term is defined at Section 509 of the Code, the Corporation's powers shall be restricted specifically as follows:

(i) The Corporation shall be without power to engage in any act of self dealing as that term is defined at Section 4941 of the Code;

(ii) The Corporation shall be without power to retain any excess business holdings as that term is defined at Section 4943 of the Code;

(iii) The Corporation shall be without power to make any investment in any manner which would subject it to tax under Section 4944 of the Code;

(iv) The Corporation shall be without power to make any taxable expenditure as that term is defined at Section 4945 of the Code;

(v) The Corporation shall be without power to make any prohibited transaction as the term is defined in A.R.S. § 43-1213.

2.6 No Discrimination. In exercising or fulfilling its functions, the Corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE III
Membership

3.1 Member. The Corporation shall have one member, as that term is defined in A.R.S. § 10-3140. The name of that member is Kami R. Cothrun. Membership in the

Corporation shall not vest in any Member any right to distributions from the Corporation during or after the existence of the Corporation, but shall only entitle the Member to vote at meetings of the Members. Membership shall be assignable *inter vivos* by any Member. Upon the death or disability of the Member, membership shall vest in R. Ryan Cothrun, or if he predeceases Kami R. Cothrun, in Lynn R. Fischer, or if he predeceases Kami R. Cothrun, in the personal representative of Kami R. Cothrun, who shall in turn appoint an heir or devisee as Member. No dues, fees or assessments shall be levied upon the Members.

3.2 Power to Appoint and Remove Directors. The Member shall have the power to appoint Directors at the Member's sole discretion. The Member shall have power to remove Directors at any time, with or without cause.

3.3 Place of Meetings. Notwithstanding anything to the contrary in these Bylaws, any meeting of the Members, whether annual, regular, special, or adjourned, may be held at any place within or without the State of Arizona.

3.4 Regular Meetings. No regular annual meeting of the Members shall be required.

3.5 Special Meetings. Special meetings of the Members may be called at any time by a majority of the Board or by a majority of the Members.

3.6 Notice of Special Meetings. Notice of special meetings of Members shall be given either: (a) personally or by mailing by first class, registered or certified mail, to each Member, at his last known address, postage prepaid, at least ten (10) days before the time fixed for holding the meeting; or (b) at least four (4) days by telephone. Notice of any special meeting of Members shall specify the place, the day and the hour of meeting, and in case of a special meeting, the general nature of the business to be transacted.

3.7 Quorum. At all meetings of the Members, whether regular, special, or adjourned, the presence in person or by proxy of a majority of the Members shall constitute a quorum for the transaction of business.

3.8 Adjournments. Any business that might be done at a regular meeting of the Members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the Members, the meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In this case, no notice need be given of such adjourned meeting.

3.9 Waiver and Consent. The transaction of any meeting of Members, however called or noticed shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.

3.10 Action Without A Meeting. Any action that may be taken at a meeting of the Members, may be taken without a meeting if authorized by a writing signed by all the Members

who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

3.11. Record Date. Only persons whose names stand on the membership records of the Corporation on the day of any meeting of Members, shall be entitled to vote at such a meeting, and every Member shall be entitled to one vote.

3.12 Absentee Ballots. The Secretary may provide for voting by absentee ballot with respect to all or some of the purposes for which that Members' meeting is noticed. Votes may be cast in person or by absentee ballot and may provide for voting by some other form of delivery, provided that the Corporation does not have to permit the use of absentee ballots at every Members meeting. Any action taken at an annual, regular or special meeting of the Members shall comply with all of the following if absentee ballots are used: (i) the absentee ballot shall set forth each proposed action; (ii) the absentee ballot shall provide an opportunity to vote for or against each proposed action; (iii) the absentee ballot is valid for only one specified election or meeting of the Members and expires automatically after the completion of the election or meeting; (iv) the absentee ballot specifies the time and date by which the ballot must be delivered to the Secretary in order to be counted, which shall be at least seven (7) days after the date that the Corporation delivers the unvoted absentee ballot to the Member; and (v) the absentee ballot does not authorize another person to cast votes on behalf of the Members. Votes cast by absentee ballot, or other form of delivery, are valid for the purpose of establishing a quorum.

3.13 Proxies. At all meetings of the Members, a vote may be cast in person, by proxy or by absentee ballot. A proxy may be granted by any Member in favor of only another Member. To be valid, a proxy must be duly executed in writing and must be received by the Secretary at least twenty-four (24) hours prior to the commencement of the meeting for which the proxy is given. A proxy will be valid only for the particular meeting (including any adjournments of that meeting) designated in the proxy. A proxy will be deemed revoked only: (a) by attending the meeting and voting in person; or (b) by delivering written notice to the person presiding over the meeting, to the Secretary, or to the designated vote tabulator of a revocation signed by the Member who granted the proxy. No proxy will be valid for a period more than 180 days after the execution of the proxy.

ARTICLE IV
Board of Directors

4.1 General Powers. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors. The Board may exercise all such powers of the Corporation and do all such lawful acts, subject to any limitation set forth in these Bylaws, the Articles of Incorporation or other applicable laws.

4.2 Number. The Board shall always consist of no fewer than one (1) and no more than five (5) members of the Board (each, a "Director"). Subject to these limitations, the numbers of Directors constituting the Board may be increased or decreased from time to time by

majority vote of the Board of Directors, with the consent of the Member. No decrease shall have the effect of shortening the term of an incumbent Director.

4.3 Appointment by Member. The Member shall have the sole power to appoint Directors. Each Director shall hold office until his or her successor is elected or until his or her earlier death, resignation or removal.

4.4 Qualification. Any individual, whether or not a resident of the State of Arizona, is qualified to serve on the Board if duly elected in accordance with these Bylaws.

4.5 Term of Office. Subject to any provisions of these Bylaws which may result in a Director serving a shorter term, Directors shall be elected to terms of three (3) years, with terms allocated into three classes as nearly equal in number as possible, so that approximately one-third of the Board's total membership is elected each year. Directors shall hold office until their successors are elected or their earlier death, resignation or removal.

For the initial election of Directors, approximately one-third of the Directors shall be elected to terms expiring in each of 2014, 2015 and 2016. Directors elected or appointed to fill a vacancy shall be elected or appointed to fill the remaining term of the former Director, if any, or if none, subject to the provisions Section 4.2, to a term selected by the Board. Directors may be elected to an unlimited number of successive terms.

4.6 Vacancies. Vacancies in the Board may be filled by the affirmative vote of a majority of the Members.

4.7 Resignation. A Director may resign from the Board at any time. Resignation from the Board must be in writing and received by the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

4.8 Removal and Absences. A Director may be removed, with or without cause, by the Member at any time, without restriction.

4.9 Absences. A Director shall be removed from the Board if he or she has three consecutive unjustified absences from regularly scheduled board meetings.

4.10 Standard of Conduct. A Director shall discharge his or her duties as a member of the Board in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.

4.11 Governing Board of Charter School. Notwithstanding the Board of Directors' general discretion in establishing committees, the Board of Directors shall, by resolution, establish a separate and distinct standing committee that shall be named the "School Board", as described in Section 6.1 below. The School Board shall have such authority and power as established in Article VI of these Bylaws.

ARTICLE V
Meetings of the Board of Directors

5.1 Annual Meetings. The annual meeting of the Board shall be held at such time and place as determined by a majority vote of the Board.

5.2 Regular Meetings. The regular meetings of the Board shall be held at such time and place as determined by a majority vote of the Board. The annual meeting of the Board shall constitute one of these regular meetings.

5.3 Special Meetings. Special meetings of the Board may be called upon the request of the President or by a simple majority vote of the Directors.

5.4 Notice of Meetings. A printed notice of all meetings of the Board shall be given and/or sent to each member under supervision of the Secretary at least ten days in advance of the meeting date. Notices of all meetings shall be sent out by the Secretary to each member, postmarked two weeks in advance, or shall be sent via facsimile and/or electronic mailing one week in advance. In the case of an emergency, members shall be notified by facsimile, electronic mailing or telephone at least two days prior to the meeting by the Secretary or her/his designee. Notices shall be sent to the usual business or resident address or number of each Director. Notices of any meeting of the Board shall not require a statement of the business to be transacted or the purpose of such meeting, unless required by these Bylaws or by other law.

5.5 Waiver of Notice. A Director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any Director may waive notice of any annual, regular or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

5.6 Place of Meetings. The Board shall hold its meetings at the principal office of the Corporation or at such other place within or without the State of Arizona as it may from time to time determine.

5.7 Manner of Attendance. Directors may participate in a meeting of the Board by means of conference telephone or other similar communication equipment whereby all Directors participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

5.8 Quorum. A majority of the Directors in office immediately before the meeting of the Board begins shall constitute a quorum at that meeting, but if less than such number is present, the majority present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

5.9 Voting Rights. All Directors shall have equal voting rights on all matters to come before the Board.

5.10 Manner of Acting. At any meeting at which a quorum was present when the meeting was convened, the act of a majority of the Board present when a vote is taken shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

5.11 Absentee Ballots. The Secretary may provide for voting by absentee ballot with respect to all or some of the purposes for which that Board meeting is noticed. Votes may be cast in person or by absentee ballot and may provide for voting by some other form of delivery, provided that the Corporation does not have to permit the use of absentee ballots at every Board meeting. Any action taken at an annual, regular or special meeting of the Board shall comply with all of the following if absentee ballots are used: (i) the absentee ballot shall set forth each proposed action; (ii) the absentee ballot shall provide an opportunity to vote for or against each proposed action; (iii) the absentee ballot is valid for only one specified election or meeting of the Board and expires automatically after the completion of the election or meeting; (iv) the absentee ballot specifies the time and date by which the ballot must be delivered to the Secretary in order to be counted, which shall be at least seven (7) days after the date that the Corporation delivers the unvoted absentee ballot to the Director; and (v) the absentee ballot does not authorize another person to cast votes on behalf of the Director. Votes cast by absentee ballot, or other form of delivery, are valid for the purpose of establishing a quorum.

5.12 Vote by Proxy. At all meetings of the Board, a vote may be cast in person, by proxy or by absentee ballot. A proxy may be granted by any Director in favor of only another Director. To be valid, a proxy must be duly executed in writing and must be received by the Secretary at least twenty-four (24) hours prior to the commencement of the meeting for which the proxy is given. A proxy will be valid only for the particular meeting (including any adjournments of that meeting) designated in the proxy. A proxy will be deemed revoked only: (a) by attending the meeting and voting in person; or (b) by delivering written notice to the person presiding over the meeting, to the Secretary, or to the designated vote tabulator of a revocation signed by the Director who granted the proxy. No proxy will be valid for a period more than 180 days after the execution of the proxy. Such vote by proxy does not relieve that Director of his or her responsibilities and duties with respect to any action taken by the Board at any meeting for which he or she has signed a proxy.

5.13 Presumption of Assent. A Director who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she objects at the start of the meeting, or promptly on his or her arrival, to holding the meeting or transacting business thereat; or unless he or she delivers written notice of his or her dissent or abstention to the presiding officer before adjournment.

5.14 Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all those entitled to vote consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board. Signatures may be obtained by counterpart. Such resolution in writing, signed by all members of the Board entitled to vote, shall be deemed to be the action of the Board with the same force and

effect as if the same had passed at a duly convened meeting; and the Secretary shall record any such resolution in the minute book under its proper date.

ARTICLE VI
The School Board

6.1 Name. As required by Section 4.11 of these Bylaws, the Board of Directors shall establish a standing committee of the Board of Directors that shall be named the "School Board." Any individual serving on the School Board shall be referred to as a "School Board Member."

6.2 Authority. The School Board shall have all of the duties and authority required by applicable law, and also as delegated to the School Board by the Board of Directors, but specifically including all of the powers and obligations required or implied by A.R.S. § 15-183(E)(8). All policies and procedures relating to the operation of the Corporation's charter school shall be established and exercised by or under the authority of the School Board. The School Board's responsibilities shall include establishing and exercising policies and procedures relating to the operation of the school, including the school's educational philosophy, core values, and curriculum. The School Board shall be known as the "School Board of PS Charter Schools," or for so long as the Corporation operates under the name "Pieceful Solutions Charter School," may be known as the "School Board of Pieceful Solutions Charter School."

6.3 Number of School Board Members. The School Board shall consist of no fewer than one (1) and no more than seven (7) members. Subject to these limitations, the numbers of School Board Members constituting the School Board may be increased or decreased from time to time by majority vote of the Board of Directors.

6.4 Appointment and Qualifications of School Board Members. All School Board Members shall be appointed by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. School Board Members may be removed, replaced or changed at the discretion of the Board of Directors. School Board Members need not be residents of the State of Arizona.

6.5 Term of Office. Each School Board Member shall hold office of a period of one year from the date he or she is appointed, or until his or her prior death, incapacitation, resignation, replacement or removal. School Board Members may serve multiple consecutive terms without restriction as to the number of terms permitted.

6.6 Qualifications. School Board Members must be more than 20 years of age. Each School Board Member must pass a background check, or other regulatory inquiries, as required by state law, federal law or by other governmental agencies having proper regulatory authority over the affairs of any charter schools operated by the Corporation, as amended from time to time, which will include as a minimum, a law-enforcement fingerprint check showing that there exists no criminal record which could adversely affect the operations of the Corporation's charter school designation. School Board Members must, in the opinion of the Board of Directors, possess experience and qualifications that further the Board of Directors' commitment to the educational and operational purposes of the Corporation. At least one School Board Member

shall, at any time, be a person who is not a Director; provided, however, that the foregoing shall not invalidate any actions of the School Board which may occur following the resignation, removal, termination, death or disability of a School Board Member, and while a replacement is being located.

6.7 School Board Officers. The Board of Directors shall appoint a President of the School Board. The School Board Members shall then elect a Secretary of the School Board provided, however, that, excepting only the initial President and Secretary, School Board Members appointed or nominated and elected for such offices shall have been School Board Members for a minimum period of three months prior to holding such office.

6.8 School Board Member Deadlock. In the event of a voting deadlock of the School Board, the School Board shall, within five business days after the deadlock vote, submit the action under consideration, in writing, to the Board of Directors. The Board of Directors shall by majority vote decide such action under consideration, in its discretion, and deliver its written decision to the School Board within 15 days. The Board of Directors' decision shall be final and binding on the School Board and each School Board Member and, to the extent required by these Bylaws or applicable law, the School Board shall take and document appropriate action as directed by the Board of Directors.

6.9 Vacancies. In the case of any vacancy of the School Board occurring by reason of an increase in the number of School Board Members, or the death, incapacity, resignation, disqualification or removal from office of any School Board Member, or other reason, the unexpired portion of such School Board Member's term of office may be filled by appointment by the Board of Directors.

6.10 Resignation. Any School Board Member may resign at any time by giving 30 days prior written notice to the Secretary of the School Board, although the School Board may waive the 30-day period for good cause. Unless a longer period is specified in such written notice, or the School Board waives the 30-day period for good cause, such resignation shall take effect 30 days after the School Board's receipt of such notice, and the acceptance of such resignation shall not be necessary to make it effective.

6.11 Removal. Any School Board Member may be removed from the School Board, with or without cause, at any time by the Board of Directors, without prior notice. If a School Board Member who is removed from office has undertaken any personal liability for a debt or other undertaking of the Corporation (e.g., a guaranty of any obligation of the Corporation), the Corporation shall use commercially reasonable efforts to secure a release of such personal liability for the benefit of the removed School Board Member.

6.12 School Board Members' Compensation. No salary shall be paid to School Board Members for their services in their capacity as School Board Members. By unanimous resolution of the Board of Directors, however, School Board Members may be reimbursed for reasonable and necessary expenses of attendance at such regular or special meetings of the School Board, provided, however, nothing herein contained shall be construed or interpreted to prevent any person serving as a member from also serving as an Officer, employee, or

independent contractor of the Corporation and receiving a salary or other compensation in such capacity.

6.13 Contracts. No contract or other transaction between the Corporation and any other individual or entity shall be impaired, affected, and/or invalidated, nor shall any Member, Director, Officer or School Board Member be liable in any way by reason of the fact that any one or more of the Members may be interested in any such other entity or may serve as a Member, Director, Officer, School Board member or member of any such other entity; provided that such other interests or involvements with such other entities and/or other relevant material facts are disclosed in writing to the Board of Directors and the School Board, including, without limitation: (i) the nature of such person's involvement with such other entities: (ii) such person's ability to influence the action of such other entities, and (iii) any tangible or intangible benefit or profit that may accrue to such person as a result of any contract or transaction between the Corporation and any other entity, and notwithstanding the presence of any such interested School Board Member at the meeting at which such action is taken, the School Board and the Board of Directors authorizes, approves or ratifies such contract or transaction by majority vote of those School Board Members and Directors entitled to vote (not counting the vote of any such interested School Board Member). Although the interested School Board Member cannot vote, the School Board Member may be counted in determining the presence of a quorum at the School Board meeting. In addition to Board of Directors and School Board approval, the contract or transaction must be fair and reasonable to the Corporation when it is authorized, approved or ratified.

6.14 Conflicts of Interest. The Conflicts of Interest Policy adopted by the Board of Directors shall apply in every respect to the School Board Member. The Conflicts of Interest Policy shall be provided to all School Board Members. No School Board Member having a duality of interest or possible conflict of interest for a particular issue shall vote or use his or her personal influence relating to such issue but may be included when determining a quorum. The minutes of any meeting where a conflict is present should reflect (i) that a disclosure of the conflict was made; (ii) that the School Board Member with the conflict abstained from discussion and voting on such matter; and (iii) any other relevant factors deemed necessary by the Board of Directors and the School Board.

ARTICLE VII
Meetings of the School Board

7.1 Regular Meetings. At a minimum, the School Board shall meet quarterly, as provided in meeting notices properly given. The purpose of these regular meetings shall be to transact such business as may properly come before the School Board. The School Board may convene and hold monthly or other regularly scheduled meetings for any purpose that may lawfully come before the School Board.

7.2 Special Meetings. Special meetings of the School Board may be called at any time by the Board of Directors, the President of the Board of Directors, or the President of the School Board, and shall be called by the Secretary of the School Board at the written request of

one third of the then-serving School Board Members, or as otherwise required under the provisions of appropriate laws.

7.3 Place of Meetings. All meetings of the School Board shall be held at the place designated in the notice or waiver of notice of such a meeting or meetings, whether within or without the State.

7.4 Notice of Meetings. Written notice of any meeting of the School Board, whether a regular or special meeting, stating the place, date and hour of the meeting shall be given to each School Board Member and to the President not less than 24 hours nor more than 30 days before the date of the meeting. Such notice shall be delivered personally, by United States postal mail, overnight express mail, electronic mail or facsimile. Such notice shall be directed to each School Board Member at his or her address, email address or facsimile number as it appears on the records of the Corporation, unless the School Board Member shall have previously filed a written request with the Secretary of the School Board requesting that notices intended for that School Board Member be directed to some other address, email address or facsimile number, in which case it shall be given as so directed. Notice is deemed to have been received upon the date that the notice is personally delivered, mailed, express mailed, electronically mailed or transmitted by facsimile, properly addressed or transmitted. Notice of an adjourned meeting need not be given if the date, time and place of the adjourned meeting are provided at the meeting at which the adjournment is taken and if the ad adjournment does not exceed 61 days.

7.5 Waiver of Notice. Attendance of a School Board Member at a meeting shall constitute a waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any School Board Member may waive notice of any meeting of the School Board by executing a written waiver of notice either before, at, or after the time of the meeting.

7.6 Quorum. A simple majority of the School Board Members shall constitute a quorum at any meeting of the School Board; provided, however, that at any time there is at least one School Board Member who is not also a Director, then at least one School Board Member who is not a Director must be present at any meeting. A School Board Member shall be deemed present at a meeting if the School Board Member attends in person, telephonically or electronically, so long as all School Board Members can communicate adequately throughout the meeting. Business may be conducted once a quorum is present and may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of School Board Members sufficient to reduce the number present to less than a quorum. If, however, the School Board Members who are present are less than required to constitute a quorum, the affirmative vote must be such as would constitute a majority if a quorum were present, and provided further that the affirmative vote of a majority of the School Board Members then present is sufficient in all cases to adjourn a meeting.

7.7 Voting. Subject to Article VI of this Article, when a quorum is established at any meeting of the School Board, the affirmative vote of a majority of the School Board Members present at the meeting shall be the act of the School Board unless the question is one upon which,

by express provision of law or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Each School Board Member is entitled to one vote.

7.8 Presiding at the Meeting. At all meetings of the School Board, the President of the School Board shall preside. In the absence of the President, the Secretary of the School Board shall preside. In the absence of the President and the Secretary, an alternate School Board Member appointed in writing by the President, as or prior to the meeting, shall preside until the President returns.

7.9 Conduct of Meeting. All official actions and deliberations of the School Board shall take place in compliance with this Article VII. The proceedings of School Board meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, as modified, in writing, by the Board and when not in conflict with State law, the Articles of Incorporation or these Bylaws. The Secretary of the School Board, or his or her designee, shall prepare an agenda for each meeting. The meeting shall be conducted substantially in accordance with the agenda. The School Board Member presiding over the meeting shall have the right to limit discussion on any particular item and the right to establish procedures and to provide time limits for any party wishing to speak on any particular item.

7.10 Meeting Minutes. A written record of the discussions and decisions reached at each meeting of the School Board in the form of minutes shall be made, and shall, upon approval by the School Board at a legally convened meeting, be made a part of the records of the Corporation.

7.11 Open Meeting Law. For so long as the State's open meeting law (A.R.S. §§38-431 through 38-431.09) applies to charter schools, all deliberations and official actions of the School Board shall take place at a meeting open to the public in compliance with State's open-meeting law, except in cases where, and to the extent, executive sessions are authorized by State law. Additionally for so long as the State's open meeting law applies to charter schools, public notice of all meetings of the School Board, and of all committees and advisory boards authorized by the School Board, shall be given pursuant to and as required by the State's open meeting law and the meeting minutes required by Section 10 of this Article VII shall comply with the requirements set forth in the State's open meeting law.

7.12 Proxies. Proxy voting shall not be permitted for any School Board meeting or action.

ARTICLE VIII
Officers

8.1 Designation of Titles. The Officers of the Corporation shall be an Executive Director/President, a Vice President, a Secretary, a Treasurer and such other officers as may be deemed necessary by the Board. Any two (2) or more offices may be held by the same person.

8.2 Election and Term of Office. The Officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit at the annual meeting. Each Officer shall hold office until his or her successor shall have been elected, until his or her death, or until he or she resigns or is removed in the manner hereto provided.

8.3 Subordinate Officers. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable. The Board may delegate to any Officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

8.4 Resignation and Removal. An Officer may resign at any time by delivering notice in writing to the Executive Director/President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any Officer may be removed, with or without cause, by a majority vote of the full Board whenever in its judgment the best interests of the Corporation will be served thereby.

8.5 Vacancies. A vacancy in any office, for whatever reason, may be filled for the unexpired portion of the term in a manner prescribed in these Bylaws.

8.6 Compensation and Expenses. The compensation of Officers of the Corporation shall be determined by the Board. Expenses incurred in connection with the performance of official duties may be reimbursed, at the discretion of the Executive Director/President.

8.7 Standard of Conduct. An Officer shall discharge his or her duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interest of the Corporation.

8.8 Bonding. If required by the Board, an Officer shall give bond in such form and amount and with such surety or sureties as shall be satisfactory to the Board for the faithful performance and discharge of the duties of his or her office and for the restoration to the Corporation, in the case of his or her death, resignation, retirement or removal from office, of all applicable books, records, paper, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation. The premiums for any such bond shall be borne by the Corporation.

8.9 Executive Director/President. The Executive Director/President shall be the chief executive officer and, subject to the direction of the Board, shall in general supervise and manage all of the business and affairs of the Corporation. In particular, the Executive Director/President shall preside as the President at all meetings of the Board, represent the Corporation at official functions, initiate contact with other professional organizations, as appropriate, coordinate and delegate responsibility for fundraising efforts, and delegate and coordinate duties to individual Directors and Officers, as necessary. The Executive Director/President may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the Board or these Bylaws shall

expressly delegate the signing and execution thereof to some other officer or agent of the Corporation or where law may require such deeds, mortgages, bonds, contracts, or other instruments to be otherwise signed or executed. In addition, the Executive Director/President shall in general perform such duties and have such powers incident of the office of a President and such other duties, not inconsistent with these Bylaws, as the Board may assign from time to time.

8.10 Vice President. The Vice President shall have such powers and shall perform such duties, not inconsistent with these Bylaws, as the Board may assign from time to time. At any time upon the request of the Executive Director/President, or in the absence or disability of the Executive Director/President, the Vice President shall discharge and perform the powers and duties of the Executive Director/President.

8.11 Secretary. The Secretary shall ensure that appropriate records of all Board actions are kept, including the taking of minutes at all meetings of the Board. The Secretary shall keep an accurate list of all Directors and their attendance, give notice of all meetings of the Board and distribute copies of minutes and agenda to each Director. The Secretary shall have charge of the books, records and papers of the Corporation relating to its organization as a corporation, shall maintain all historical records of the activities of the Corporation, shall see that the reports, statements and other documents required by law are properly kept or filed, shall authenticate all such records of the Corporation and shall assure that other required corporate records are maintained. The Secretary shall in general perform such duties and have such powers incident of the office of a Secretary and such other duties, not inconsistent with these Bylaws, as the Board may assign from time to time. In the absence of the Secretary, a Board member may be appointed to perform the duties of Secretary.

8.12 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Corporation and of all monies collected from donations, fundraisers, activities, workshops and sales, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and other depositories as may be designated by the Board and shall perform such other duties as the Board may prescribe. The Treasurer shall assist in the preparation of the budget, ensure that an appropriate accounting system is established and maintained in accordance with generally accepted principles of accounting, ensure that the financial records of the Corporation are audited at least annually, and shall arrange for the preparation and timely filing of all federal and state annual tax returns of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Executive Director/President and the Board, at the regular meetings of the Board, or whenever a Director may require it, an account of all his or her transactions as the Treasurer and of the Corporation and of the financial condition of the Corporation. In addition, the Treasurer shall in general perform such duties and have such powers incident of the office of a treasurer and such other duties, not inconsistent with these Bylaws, as the Board may assign from time to time.

ARTICLE IX
Financial and Tax Provisions

9.1 Books and Records. The Corporation shall maintain as permanent records the minutes of all meetings of its Board, a record of all actions taken by the Directors without a meeting and a record of all actions taken by committees of the Board. The Corporation shall maintain at the known place of business of the Corporation a copy of the following documents:

(a) the Articles of Incorporation and all amendments thereto;

(b) these Bylaws and all amendments thereto;

(c) a list of the names and business or home addresses, phone numbers, facsimile numbers and electronic mailing addresses of the current Directors and Officers; and

(d) the three (3) most recent annual reports filed with the Arizona Corporation Commission.

9.2 Accounting System and Reports. The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system. Such accounting records and appropriate financial statements shall be maintained at the known place of business of the Corporation or at such place as the Board may determine from time to time.

9.3 Fiscal Year. The fiscal year of the Corporation shall end the 30th day of June of each year.

9.4 Preparation of Tax Records. The President and Treasurer shall arrange for the preparation and timely filing of all federal and state annual tax returns of the Corporation.

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

9.6 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances, provided, however, that no loans shall be made to Directors or Officers.

ARTICLE X
Indemnification and Liability

10.1 Limitation of Liability. A Member, Director, School Board Member or Officer shall not be liable to the Corporation for money damages, to the fullest extent permitted by law, for any action taken or any failure to take any action as a Member, Director, School Board Member or Officer, except liability for any of the following:

(a) The amount of a financial benefit received by a Member, Director, School Board Member or Officer to which the Member, Director, School Board Member or Officer is not entitled;

(b) An intentional infliction of harm on the Corporation;

(c) A violation of Arizona Revised Statutes Section 10-3833 regarding unlawful distributions, or any corresponding provision of any subsequent Arizona law substituted therefore; and

(d) An intentional violation of criminal law.

10.2 Indemnification. The Corporation shall indemnify, to the fullest extent permitted by law, each Member, Director, School Board Member or Officer of the Corporation against all liability, as such term is defined in Section 10-3850 of the Statutes, to any person for any action taken, or any failure to take any action, as a Member, Director, School Board Member or Officer, but only if all of the following conditions exist:

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

(b) The individual reasonably believed (i) in the case of conduct in an official capacity with the Corporation, the conduct was in the best interests of the Corporation, or (ii) in all other cases, the conduct was not opposed to the best interests of the Corporation; and

(c) In the case of criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful. Indemnification under this Section shall be mandatory in all circumstances in which such indemnification is permitted by law.

10.3 Procedure. Indemnitee shall notify the Corporation promptly of the threat or commencement of any proceeding or legal action with respect to which indemnitee intends to seek indemnification. The Corporation shall be entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides the Corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between indemnitee and the Corporation in the defense of the proceeding or legal action. If the Corporation assumes the defense, the Corporation shall not be liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.

10.4 Expense Advance. The Corporation shall advance automatically expenses, including attorneys' fees, incurred or to be incurred by indemnitee in defending a proceeding or legal action upon receipt of notice and, if required by law, of an undertaking by or on behalf of indemnitee to repay all amounts advanced if it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that indemnitee is not entitled to be indemnified for such expenses.

10.5 Settlement of Claims. The Corporation shall not be obligated to indemnify indemnitee for any amounts incurred in settlement if settlement is made without the prior written consent of the Corporation. The Corporation shall not enter into any settlement that would impose any penalty or limitation on indemnitee without the prior written consent of the indemnitee. Neither the Corporation nor indemnitee will unreasonably withhold consent to any proposed settlement.

10.6 Continued Indemnification. Any repeal or amendment of these Bylaws shall not adversely affect any right or protection of a Member, Director, School Board Member or Officer or other person described above which exists pursuant to these Bylaws at the time of such repeal or amendment.

ARTICLE XI
Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, School Board Member, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Member, Director, School Board Member Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the laws of Arizona, the Articles of Incorporation or these Bylaws.

ARTICLE XII
Dissolution of Corporation

12.1 Authorization. The Member shall have the sole authority to adopt, approve or undertake any of the following actions.

(a) Liquidate or dissolve the Corporation;

(b) Sell, exchange or otherwise transfer all or substantially all of the assets of the Corporation;

(c) Be a party to any merger, consolidation or other reorganization, whether the Corporation is the surviving or disappearing entity, or any spin-off, split-off or split-up; or

(d) Amend, in whole or in part, add to, delete from, repeal or replace the Articles of Incorporation of the Corporation.

12.2 Assets. The dissolution of the Corporation shall be accomplished consistent with the intent that its assets be held and used for stated purposes of the Corporation. Subject to the foregoing sentence, in the event of dissolution of the Corporation for any reason, the Board shall, after payment or provision for payment of all liabilities, distribute and dispose of the property then held by the Corporation to such organization or organizations organized and operated

exclusively for charitable purposes as shall then be qualified under Sections 501(c)(3) of the Code, as the Board shall determine. With respect to any property not so disposed, such property shall be disposed of and distributed to such organization or organizations as shall then be qualified as an organization exempt from federal income tax under Section 501(c)(3) as selected by and pursuant to an order of the Superior Court of the county that the principal office of the Corporation is then located.

ARTICLE XIII
Alterations, Amendments, or Repeal of Bylaws

These Bylaws may be altered, amended or repealed in whole or in part, and new Bylaws may be adopted, at the sole and complete discretion of the Member.

ARTICLE XIV
Miscellaneous

14.1 Governing Law. Unless the context requires otherwise, Arizona law shall govern the construction of these Bylaws.

14.2 Construction and Definitions. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person. Unless the context of this Agreement otherwise clearly requires, references to the plural include the singular and the singular the plural, except that no more than one Member may be admitted absent an amendment to the Corporation's Articles of Incorporation.

[Signature appears on the following page.]

CERTIFICATE

I, R. Ryan Cothrun, Secretary of PS CHARTER SCHOOLS, INC., an Arizona nonprofit corporation, do hereby certify that the above and foregoing are the Bylaws of PS CHARTER SCHOOLS, INC. are duly adopted by the Directors thereof, effective as of June 7, 2013.

IN WITNESS WHEREOF, I have hereunder set my hand this 7th day of June, 2013.

R. Ryan Cothrun