Board of Directors

Name and Affiliation	Expertise	Sector(s)	Member Since	Current Term Ends
J. Penny Larson (President) CEO, Pacific Financial Association, Inc.	Financial, Management	Small Business	2006	2012
John Oyler (Secretary) Vice President, Partners in Participation	Youth Development Nonprofit Leadership	Small Business, Community Organizing	2006	2012
Michael Pearson (Treasurer) Partner, Curry, Pearson & Wooten, PLC Professor, Arizona State University	Legal, Education	Small Business, Higher Education	2007	2010
Sylvester Ajagbe, PhD (Vice President) Vice President for Marketing and Development, Lutheran Social Services	Family Services, Child Welfare, Nonprofit Management	Faith-based Organizations	2009	2012
George Flores Community Development Director City of El Mirage	Economic Development Nonprofit Board Development	Government	2009	2012
Anna Journey Human Resources Director Tumbleweed Center for Youth Development	Human Resources Former Participant	Nonprofit Organizations	2009	2012
June Smith Vice President and Relationship Banker Wells Fargo Bank	Financial	Large Business	2008	2011
Lisa Stevens (Vice President for Resource Development) Vice President Customer Relations TriWest Healthcare Alliance	Health Care, Management	Medium Business	2008	2011
Gene Weinstein General Manager, VBS Construction	Financial, Systems	Small Business, Entrepreneurship	1979	2011
Robert D. Wooten Partner, Curry, Pearson & Wooten, PLC	Legal	Small Business	2009	2012

BOARD COMPOSITION ANALYSIS

		Gender		Age					Race/Ethnicy					Constituency										Area Of Expertise							Relationships			
BOARD MEMBER	Years on Board	Male	Female	Under 21	21 - 35	36 – 50	51 – 65	Over 65	Anglo	Hispanic	Black	Native American	Other	Union	Neighborhood	Public Safety	Education	Political	Corporate	Local Media	Small Business	Medical	Region	Program	Evaluation	Legal	Human resources	Fundraising	Financial	Public Relations/Marketing	Access to People with Money	Access to People with Expertise	Access to Neighborhoods Groups	Access to Community Leaders/Groups

BYLAWS

ARIZONA CALL-A-TEEN YOUTH RESOURCES, INC.

(An Arizona Non-Profit Corporation)

As Amended October 20, 2008

ARTICLE I

NAME, LOCATION, AND PURPOSE

Section 1: Name

The name of this Corporation is Arizona Call-A-Teen Youth Resources, Inc.

Section 2: Place of Business

The known place of business of the Corporation is 649 North 6th Avenue, Phoenix, Arizona 85003. The Board of Directors may change the office from time to time, and the Corporation may have such additional offices as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

Section 3: Purpose

The Corporation is organized and will be operated exclusively for charitable, educational, and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purpose of the Corporation, as stated more specifically in the Articles of Incorporation, is to serve youth as a community organization to promote all aspects of community interest accruing to a common good. The current and primary charitable purpose is to provide comprehensive and coordinated training, education, and employment services that will contribute to the healthy development of teens and young adults, their families, and their communities.

ARTICLE II

BOARD OF DIRECTORS

Section 1: No Membership

The Corporation shall not be a membership corporation and shall have no members. All rights, powers, and responsibilities which inure to the members of a non-profit membership corporation shall be vested in the Board of Directors of this Corporation, subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the State of Arizona.

Section 2: Number

The Board of Directors shall consist of no less than seven (7) and no more than fifteen (15) persons.

Section 3: Term

All Board members shall serve three (3) year terms, but are eligible for re-election.

Section 4: Nominations and Elections

When a vacancy on the Board exists, nominations for new members may be received from present Board members in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only until the end of the particular Board members' term. Election of new Directors or election of current Directors to subsequent term(s) will occur as the first item of business at the annual meeting of the Corporation.

Section 5: Regular Meetings

(a) Regular meetings of the Board of Directors shall be held quarterly at the office of the Corporation or at such time and place as the President shall designate by reasonable notice. A schedule of Regular meetings for the forthcoming fiscal year shall be published at the last Regular meeting of the current year.

(b) Members of the Board of Directors, or any Committee of the Board, may participate in a meeting of the Board or of such Committee by means of a teleconference or computerized communication or other such similar communications device whereby all persons participating in the meeting can simultaneously communicate with and fully participate. Participation by such means shall constitute presence in person at such meeting.

(c) The act of a majority of the Directors present in person or by teleconference or computerized communication (or other similar device) voting at a meeting of the Board at which a quorum is present shall be the act of the Board, unless a greater majority is specifically required by the Articles of Incorporation or by these by-laws.

(d) A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporate matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless s/he shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

(e) A Director my abstain from voting on an action, and such voting abstention in the case of a conflict of interest shall not be considered a presumption of assent to such action.

(f) A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another place and time.

Section 6: Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, a majority of the Executive Committee, or upon written request of at least three (3) Directors. Notice of such special meetings shall be given to each Director as soon as possible prior to said meeting, but no less than twenty-four (24) hours prior to said meeting personally, by fax, by e-mail, or by telephone by the President, the Executive Director or his/her designee, except that on an emergency basis, the President may call a special telephone conference meeting with less than such notice. If a special meeting of the Board is duly noticed prior to the scheduled date of a regular meeting of the Board, and such special meeting will occur on a date within 5 working days of the scheduled regular meeting, then the President shall have a right to declare the special meeting as a substitute for, and in lieu of, the regular meeting of the Board. The provisions for Regular meetings, specified in Section 5(b) through (f) shall also apply to Special meetings.

Section 7: Quorum

A quorum at any meeting of the Board of Directors shall consist of a majority of the voting Directors, without counting any seats on the Board which are then vacant.

Section 8: Conflict of Interest

All Directors shall disclose known conflicts of interest to the Board of Directors when serving on the Board. A Director must state any conflict prior to any vote. A Director's vote shall not count where that Director has a conflict of interest.

Section 9: Minutes

The Secretary shall cause minutes of all Board meetings to be prepared and shall forward or have forwarded copies of the minutes to all Directors.

Section 10: Resignation, Termination, and Absences

(a) Any Director may resign at any time, by tender of resignation at any meeting of the Board of Directors, or by giving written notice thereof, at any time to the President or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefore and, unless otherwise specific with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

(b) A Director may be removed, with or without cause, by a vote of a three-fourths majority of the Board at any time.

(c) Any Director who fails to attend two (2) consecutive regularly-scheduled Board meetings, without providing a valid reason for his/her absence from such meetings in advance of the meeting date and time, shall be considered, at the discretion of the Board of Directors, as having resigned from said Board.

Section 11: Fiscal Year and Annual Meeting

The fiscal year of the Corporation shall be July 1 through June 30. The annual meeting shall be held in October.

Section 12: Compensation and Expenses

A Director may be reimbursed for out-of-pocket expenses incurred for representing the Corporation, provided that the Board authorizes such expenses, or if not practical, by the Executive Director at his/her discretion. No officer who is also a Director shall at any time be paid a salary or receive compensation for his/her service to the Corporation as an officer.

ARTICLE III

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1: Responsibilities of the Board

The Board of Directors is responsible for overall policy and direction of the Corporation. The affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors need not be residents of the State of Arizona. The Board of Directors shall have the following specific responsibilities:

(a) To approve and support the mission and programs of Arizona Call-A-Teen Youth Resources, Inc., the population the Corporation serves, and the services to be rendered.

(b) To adopt annually a budget setting forth in detail the proposed expenditures for the work of the Corporation for the ensuing year, and authorize and approve other such expenditures in excess of $25,000 as may be appropriate.

(c) To approve changes and additions in the By-laws consistent with the Articles of Incorporation and the objectives of this Corporation.

(d) To authorize any committees necessary to carry out the objectives and to have final responsibility for the work of all such committees.

(e) To appoint an Executive Director and determine the duties of the office.

(f) To make a full and complete report of its activities to the public at the Annual Meeting.

ARTICLE IV

OFFICERS AND EXECUTIVE DIRECTOR

Section 1: Designation of Officers

The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and other such officers and assistant officers as the Board may deem necessary. The same person, except the offices of President and Secretary, may hold two or more offices concurrently.

(a) The President shall preside at all meetings of the Board of Directors and the Membership. S/he shall appoint all committees with the approval of the Board of Directors and shall call special meetings whenever he deems necessary. S/he shall be an ex-officio member of all committees except the Nominating Committee.

(b) The Vice-President shall perform the duties of the President in the event of his/her absence, resignation, or disability.

(c) The Secretary shall keep the minutes of the Corporation and such books and records and perform such other services as the Board of Directors may require. The Executive Director may designate a staff person to assist the Secretary of the Board.

(d) The Treasurer shall have charge of the funds of the Corporation and may be bonded.

Section 2: Elections and Term of Office

The Board of Directors shall take into account and carefully consider the recommendations, if any, of the members whenever the Board elects officers of the Corporation. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors.

(a) All officers shall be elected by Board of Directors from among the Directors at the Annual Meeting of the Corporation. Each officer must be elected by the vote of a majority of the Directors then constituting the Board. If the election of any officer is not held at such meeting, such election shall be held as soon as conveniently possible thereafter.

(b) The elected officers' term of office shall be one (1) year or until their successors are duly elected and qualified. No officer shall serve more than three (3) consecutive terms in the same office.

Section 3: Resignation and Removal

(a) ***Resignation***: Any officer may resign at any time by giving written notice of resignation to the President of the Board (or, in the case of the President of the Board, then to the Secretary). A resignation shall take effect at the time specified therein or, if no time is specified, then it shall take effect immediately upon receipt by the President (or by the Secretary in the case of resignation by the President of the Board).

(b) ***Removal***: Any officer elected or appointed by the Board may be removed, with or without cause, by the vote of a majority of the Directors then constituting the Board at any Regular or Special Meeting. Any such removal shall be without prejudice of the contract rights, if any, of the officers so removed.

Section 4: Vacancies

A vacancy in any office, except for the office of the President, because of death, resignation, removal, disqualification or otherwise, may, but need not be, filled by the vote of a majority of the Directors then constituting the Board for the unexpired term of the seat vacated; provided, however, a vacancy in the office of President of the Board shall be filled for the unexpired term by the Vice President at the next duly held meeting of the Board.

Section 5: Executive Director

The Board delegates responsibility for day-to-day operations to the Executive Director, who shall act as corporate agent and shall be a non-voting member of the Board of Directors. The Executive Director, acting as the primary agent of the Board, shall be authorized to approve checks and payments up to $25,000.

ARTICLE V

COMMITTEES

Section 1: Executive Committee

The elected officers of the Corporation shall comprise the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee may act on behalf of the Corporation and take action on essential matters relating to the affairs of the Corporation in lieu of calling a full Board of Directors meeting when the matter is urgent. Any action of the Executive Committee must be reported at the next Regular meeting of the Board or Special Meeting of the Board.

Section 2: Charter School Board

(a) In accordance with ARS §15-183, the Board of Directors hereby designates a committee named "Charter School Board". This committee shall be chaired by a regular member of the Board of Directors who will report back to the Board informing that body of issues affecting the charter school. The purpose of this board is to act as the school policy governing body.

(b) Notwithstanding Article V of the Corporation's Bylaws, as amended August 20, 2003, the Charter School Board shall:

i. Consist of not less than three (3) and not more than five (5) members.
ii. Be elected/appointed for a term of one (1) to three (3) years.
iii. Be responsible for school policy.
iv. Act in a responsible fiscal manner.

v. Not bind the school into any contracts without permission of the Board of Directors.
vi. Act as the first appeal of any student disciplinary hearings.

(c) Members may be re-elected/re-appointed to serve consecutive terms.

(d) As of the date of this amendment, the ACYR Center of Excellence is in conformity with all State of Arizona regulations as pertaining to its charter. The Charter School Board shall:

i. Ensure that all Department of Education rules and updates are complied with.
ii. Approve an annual school budget (Department of Education funds only) that is balanced.
iii. Report the minutes of meetings in writing to the Executive Committee and to the Executive Director.
iv. Report to the Executive Committee and to the Executive Director on any issues that need special Board attention.
v. Assure that all required reports are delivered via electronic or hard mail to the appropriate State of Arizona or other relevant governmental authorities or departments.

Section 3: Other Committees

(a) The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and such number of persons who are not Directors, as the Board may determine. Committees shall report to the Board of Directors. The President and the Executive Director are non-voting members of all committees.

(b) To the extent provided in the resolution, Committees shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee may exercise the authority of the Board of Directors in reference to the following matters:

(i) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors;
(ii) adoption, amendment, or repeal of the Bylaws; and
(iii) fixing compensation of Directors, officers or employees.

(c) Each member of a committee established under this section shall continue as such until the next regular annual meeting of the Board of Director and until his/her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee or unless such member shall cease to qualify as a member thereof.

(d) Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

ARTICLE VI

GENERAL PROVISIONS

Section 1: 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 or on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2: Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers' agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary or Treasurer (or an assistant of either one), and countersigned by the President or Vice-President of the Corporation.

Section 3: Deposits

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 Board of Directors may select.

Section 4: Gifts

The Board of Directors or its designated agent may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Corporation, provided the cost for maintaining such gift(s) does not exceed $100.

Section 5: Loans

No loan shall be made by or to this Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or officers.

Section 6: Books and Records

The books, accounts, and records of the Corporation shall be kept at such place or places as the Board may from time to time determine, provided that at all times the Corporation shall maintain, at its statutory agent's office or its known place of business in Phoenix, Arizona a record of the names and addresses of Directors.

Section 7: Corporate Funds

No Director, officer, or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for purposes reasonably incidental thereto.

Section 8: Audits and Insurance

(a) In order for the Corporation to comply with Federal laws and grants/contracts, annual independent audits shall be performed in conformity to contract commitments.

(b) The Corporation shall maintain insurance to ensure adequate protection of its property, liability and general well-being.

ARTICLE VII

CHANGE OF BYLAWS

Section 1: Methods

These By-laws may be altered, amended, or repealed, and new Bylaws may be adopted only by the affirmative vote of three-quarters (3/4) of the Board of Directors of the Corporation then constituting the Board.

Section 2: Notice

No proposed amendment shall be put to vote unless a copy of the proposed amendment shall have been mailed, faxed, e-mailed, or otherwise made available to each Director at least ten (10) days before the date of the meeting at which the proposed amendment is to be acted upon the Board.

These Bylaws were approved at a meeting of the Board of Director of Arizona Call-A-Teen Youth Resources, Inc., on October 20, 2008.

J Perry Larson 10/20/08

President Date

ATTEST

10-20-08

Secretary Date