RISING SCHOOLS, INC.

BYLAWS

Adopted May 14, 2012

ARTICLE I: NAME AND PURPOSE

Section 1. Corporate Name and IRS Status
The corporate name of the organization is Rising Schools, Inc. (the "Corporation"). The Corporation intends to apply to the Internal Revenue Service for tax-exempt under section 501(c)(3) of the Internal Revenue Code.

Section 2. Governance Statement
The Corporation's Board of Directors (the "Board") is committed to conducting the organization's business ethically, in accordance with the highest standards of corporate governance, and pursuant to the statutory requirements set forth in Arizona Revised Statute, Title 15, Chapter one, Articles 8, being A.R.S. Section 15-181, et. seq. as monitored and administered by the Arizona State Board for Charter Schools and/or the Arizona State Board of Education. The Board has adopted these Bylaws and a Board Policy of even date herewith to ensure that the Board remains focused on its governance responsibilities. The Board is committed to using the Corporation's assets exclusively and effectively to advance its mission.

Section 3. Mission Statement
The Corporation's mission is to provide education to children within Pima County as a charter school and supporting educational activities commensurate with same and such other lawful business as permitted under the laws of the State of Arizona which is not inconsistent with the tax-exempt status of the Corporation.

Section 4. General Purposes and Powers
The Corporation shall have the purpose of engaging in and may engage in any lawful activity that is not inconsistent with its tax-exempt status or otherwise permitted under the laws of the State of Arizona.

The Corporation shall have perpetual duration and has the same powers as an individual to do all lawful things necessary or convenient to carry out its affairs.

Section 5. Offices
The Corporation shall maintain a principal office in Pima County, Arizona, and may also maintain such other offices, either within or without Pima County, Arizona, as may be established from time to time by the Board. The Corporation may have one or more school facility locations ("Schools") in Pima County. The persons engaged by the Corporation to manage and administer the educational programs of the Corporation at each such School shall report to the person holding to position of "Principal" or such other similar designation at the

School. Each Principal is directly responsible to and shall report to the Chief Executive Officer. The Chief executive Officer is, in turn, directly responsible to and shall report to the Board.

ARTICLE II: MEMBERSHIP

The Corporation does not have members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Requirements for and Duties of the Board of Directors
The Corporation shall have a Board of Directors. The Board shall manage all corporate powers, authority, and affairs of the Corporation. No individual may exercise powers, which would otherwise be exercised by the Board.

Section 2. Qualifications of Directors
The Board shall ensure competence when qualifying potential Directors. Each potential Director shall complete the Board application form and be subject to such application interview and review procedure as the Board may establish.

Section 3. Number of Directors
The Board shall consist of not less than three (3) or more than seven (7) Directors. The number of Board members shall be the number in office immediately before a meeting begins.

Section 4. Powers of the Board
The Board shall have and possess all of the powers, rights and discretions necessary or appropriate for the discharge of its duties and responsibilities, including, without limitation, such powers, rights and discretions as are conferred upon it in these Bylaws and under the laws of the State of Arizona.

Section 5. Compensation of Directors
Members of the Board, as such, shall not receive any compensation for their services. Nothing herein shall be construed to preclude any Director from serving on another Board of Directors or from engaging in gainful employment outside of the Corporation, in any other capacity and receiving compensation therefore, but a Board member shall abstain from voting on any matter, which may present a conflict of interest.

ARTICLE IV. BOARD OFFICERS

Section 1. Officers
The officers of the Corporation shall, at a minimum, include President, Secretary and Treasurer. The Officers shall perform such duties as set forth in the Board Policy or as may be required by the Board and shall possess all the powers necessary, convenient or desirable to discharge the duties and responsibilities of the office held by each and without limiting the generality of the foregoing.

Section 2. Officers' Authority
The Board shall approve all contracts entered into by the Corporation. The President and Secretary shall execute an approved contract by signature.

Section 3. Compensation of Officers
Members of the Board, in their capacity as Officers, shall also not receive any compensation for their services.

ARTICLE V. TERMS OF OFFICE

Section 1. Terms of Directors
The initial Board of Directors shall agree by resolution as to staggered terms such that no more than one-third of the Board shall be up for election in any year unless a vacancy needs to be filled. Thereafter, the term of each Director shall be two years. Directors may be elected for successive terms.

A decrease in the number of Directors shall not shorten the term of any incumbent Director. The term of a Director elected to fill any vacancy expires at the end of the unexpired term that the Director is filling. Despite the expiration of a Director's term, a Director shall continue to hold office until the successor is elected, or until the Director's resignation or removal, or until there is a decrease in the number of Directors.

Section 2. Terms of Officers
The term of the President, Secretary, Treasurer, and any other officer shall each be one year terms. Officers may be elected for successive terms.

ARTICLE VI. BOARD RESIGNATIONS, REMOVAL, AND VACANCIES

Section 1. Resignation and Removal of Directors
A Director may resign at any time by delivering written notice to the Board. A Director elected by the Board may be removed with or without cause by the majority vote of the Directors in office.

Section 2. Vacancy on the Board
If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of Directors, the Board may fill the vacancy.

ARTICLE VII. MEETINGS OF THE BOARD

Section 1. Regular and Special Meetings
The Board shall fix the time and location of all regular Board meetings. The Board may call special meetings, as it deems necessary.

The Board shall allow Directors to participate in a regular or special meeting using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2. Call and Notice of Meetings

The Board shall establish a set date, time, and place for its regular meetings. No additional notice shall be required for regular meetings.

The Board shall give at least three (3) business days prior written notice of the date, time, and location of any special meeting.

The President of the Board or not less than twenty percent (20%) of the Directors in office may call and give notice of a special meeting of the Board.

The Secretary is responsible for the creation, distribution and posting of the agenda for any regular or special meeting as required in accordance with Arizona's open meeting law.

Section 3. Notice of Special Action

The Board shall give at least two (2) business day's prior written notice of any meeting at which the following actions may be proposed:

a. removal of a Director or Officer,
b. amendment to the Articles of Incorporation or Bylaws.

Section 4. Waiver of Notice

A Director may waive any notice required by these bylaws before or after the date of the notice. The waiver shall be in writing and signed by the Director entitled to the notice, or by electronic mail and filed with the minutes. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting objects to holding the meeting.

Section 5. Executive Session

Matters properly discussed by the Board which are exempt from the Arizona open meeting law shall be addressed by the Board in executive session. Executive session shall be called by the President of the Board during any regular or special meeting in order to immediately address a matter properly subject to executive discussion. Otherwise, the Board may hold executive session immediately before or after any regular or special meeting as the Board may decide.

Section 6. Action Without Meeting

Action by the Board shall not be taken without a meeting even if all Directors agree to such action if such action must be addressed and decided in accordance with Arizona's open meeting law. If such action is proper, the action must be in form of a written consent describing the action taken, signed by all Directors and included in the minutes filed with the corporate records. Consent may be signed using an electronic signature.

Section 7. Quorum and Voting
The quorum shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, regardless of the departure of one or more Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board.

A Director that is present at a meeting of the Board when action is taken is deemed to have assented to the action taken unless the Director dissents or abstains from the action taken. All dissents and abstentions shall be entered in to the minutes. Directors shall not vote by proxy.

Section 8. Meeting Minutes

The Secretary is charged with the preparation of minutes of all meetings, whether conducted at an regular meeting, a special meeting or during executive session and shall make such minutes available for inspection no later than three (3) business days after the meeting and otherwise as provided for, limited by and in accordance with Arizona statute.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1. Election of Directors
The Board shall ensure that proper elections are held in accordance with these Bylaws. Each potential candidate shall complete the Board of Directors application. The Board shall follow the below process for the election of Officers and Directors.

1. The President of the Corporation shall make known the "call for Board candidates" at least 90 days prior to the end of the fiscal year. The notice shall ask interested individuals to request an application by a certain date. The notice may go to the Board, the community or other organizations, as determined by the Board.

2. All applications are due to the Secretary at least 45 days prior to the end of the fiscal year, the President, shall ensure that the application due date is approximately 1-2 weeks prior to a scheduled Board meeting.)

3. After the application due date, the President shall inform the Board of the number of applications received. The Board shall meet through in executive session to review the applications. Motion and vote to accept or reject each application is subject to the Arizona open meeting law and shall occur either at the regular or at a special meeting. The President shall send a notice to each applicant informing them of the decision of the Board.

4. The Board shall consider each application and make a determination of potential candidates based on the need of the Board.

5. The Board shall ensure that at least one Board member that has financial literacy and that each and every candidate fully understands the responsibilities of serving on the Board.

6. Those applicants that have been approved by the Board shall receive from the Secretary a copy of the Articles, Bylaws and Board Policy of the Corporation, including information regarding the next Board meeting and location. The President shall ensure that the new Board member(s) are informed of processes and upcoming critical decisions of the organization.

ARTICLE VIII – COMMITTEES

Section 1. Committees of the Board

The Board may create committees and appoint committee members. The creation of a committee and appointment of its members shall be approved by the Board. Committee structure and responsibilities shall be outlined in the Board Policy. Committee meetings are also subject to compliance with the Arizona open meeting requirements.

Section 2. Committee Authority

Committees shall not have authority unless authority is specifically given by the Board and recorded in the minutes. A committee shall not:

a. Authorize distributions.
b. Fill vacancies on the Board or on any of its committees.
c. Adopt, amend or repeal the Corporation's Bylaws.
d. Fix the compensation of any Director for serving on the Board or of any Director, Officer or other person serving on any committee of the Board.

ARTICLE IX: CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

The Board shall adopt and annually review a Conflict of Interest Policy applicable to all Officers and Directors.

Section 2. Disclosure of Possible Conflicts of Interest

Each Director and Officer shall annually complete, sign and return the Corporation's Conflict of Interest Disclosure Form designed to assure compliance with the Board's stated policy. All Directors and Officers shall disclose to the Board any possible conflict of interest at the earliest practicable time, and no Officer or Director shall vote on any matter under consideration at a Board or committee meeting in which such Director or Officer has a conflict of interest. The minutes of such a meeting shall reflect that the Director or Officer disclosed the conflict of interest and that the Director or Officer with the conflict abstained from voting on the matter.

Section 3. Violations

Any violation of the Conflict of Interest Policy shall be cause for immediate removal of the Director from the Board or the Officer from the office of the Corporation so occupied, as the Board shall in each case determine.

ARTICLE X: INDEMNIFICATION

The Corporation shall have the authority to indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorized agent of the Corporation, or who serves or who has served at the request of the Corporation as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of ROBERT'S RULES OF ORDER, Newly Revised, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE XII: BOOKS AND RECORDS

The Corporation shall keep correct and complete financial books and records.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30.

ARTICLE XIV: AMENDMENTS TO THE BYLAWS

The Board may adopt a resolution setting forth an amendment to the Bylaws, which shall become effective on the date specified in the resolution of the Board upon the affirmative vote of a majority of the Directors present and voting at the meeting at which such amendment is considered. Any such amendment shall go into or remain in full force and effect, unless and until rescinded or revoked by the further action of the Board.

ARTICLE XV: POLICIES

The Board shall determine the policies to be followed in carrying out the purposes and objectives of the Corporation.

ARTICLE XVI: DISSOLUTION

The Corporation may dissolve and conclude its affairs in a manner consistent with the laws of the State of Arizona and the applicable provision(s) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code).

Dated and Adopted on May 14, 2012.