BYLAWS

OF

SYNERGY PUBLIC SCHOOL

ARTICLE I
CORPORATE NAME

1.1 **Name**. The name of this Corporation is "Synergy Public School", an Arizona nonprofit corporation (referred to herein as the "Corporation")

ARTICLE II
OFFICES

2.1. **Offices**. The Corporation's principal office, known place of business and place where its records shall be kept is 7229 N. 13th Way, Phoenix, Arizona 85020. The Corporation may change its principal office, or adopt other and additional offices, either within or outside the State of Arizona (the "State"), as the Corporation's Board of Directors, may, from time to time, determine.

2.2 **Registered Office and Registered Agent**. The School shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

ARTICLE III
PURPOSE

3.1 **Purposes.** The Corporation is established as a nonprofit corporations for any lawful purpose permitted under State law. Initially, the Corporation will establish, market and operate one or more public charter schools in accordance with laws of the State. For purposes of federal laws, the corporation is organized only for charitable, scientific and educational purposes as defined by the Internal Revenue Code of 1986, as amended (the "Code"), Section 501(c)(3), including distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code. The Corporation shall not willfully, directly or indirectly, unlawfully carry on propaganda, or otherwise attempt to influence legislation, nor shall any of its funds be used to support or oppose any political issue or candidate nor perform any other act or omission that will jeopardize its status as a nonprofit corporation in the State or jeopardize any tax-exempt status of the Corporation provided under the nonprofit corporation laws of the State or the Code, including the tax exempt status of the Corporation under section 501(c)(3) of the Code and its regulations as any of those laws and regulations may exist or may hereafter be amended. No part

of the assets or net earnings of the Corporation, current or accumulated, shall inure to the benefit of any private individual except for any and all contracts that may be entered into with any individuals as provided and afforded by these Bylaws and appropriate resolutions of the Board.

ARTICLE IV
MEMBERSHIP

4.1 **Members**. The Corporation shall not have any corporate members.

ARTICLE V
BOARD OF DIRECTORS

5.1 **Name**. The Board of Directors of the Corporation shall be publically known and described as the "Governing Board" (and hereafter be referred to as the "Board"). Any individual serving on the Board shall be referred to as a " Director."

5.2 **General Powers**. The Board shall have all of the duties and powers required or permitted by applicable law. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board.

5.3 **Number**. The number of Directors shall be no less than three and no more than thirteen, provided that said number may be changed by an amendment to these Bylaws, duly adopted by the Board, subject always to any restrictions of law as to the minimum number of Directors.

5.4 **Election of Directors**. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual meeting of the Board. Successor Directors [other than any ex officio Director] shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board of Directors in the year a vacancy will occur or at a special meeting called for the purpose of electing directors.

5.5 **Ex Officio Director.** The Executive Director of Business and Operations and the Executive Director of Academics shall be ex officio Directors of the Corporation with non-voting rights. The ex officio Directors shall be included in the total number of Directors authorized in Article V subsection 5.3.

5.6 **Terms of Office.** Each Director shall commit to hold office for a period of either one, two or three years from the date he or she is appointed and qualified, or until his or her prior death, incapacitation, resignation, replacement or removal. Directors may serve multiple consecutive terms without restriction as to the number of terms permitted.

5.7 **Qualifications**. Directors must be more than 20 years of age. Each Director must pass a background check, or other regulatory inquiries, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the Corporation or its activities, as amended from time to time, which shall include as a minimum, a fingerprint check showing that there exist no criminal record which could adversely affect the Corporation or its operation. Directors must, in the opinion of the Board, possess experience and qualifications that further the Board's commitment to the educational and operational purposes of the Corporation.

5.8 **Board Offices**. The offices of the Board shall comprise of a Chair, Vice-Chair, Treasurer, and Secretary. Such officers of the Board shall be elected by a majority vote of the Board; provided, however, that, excepting the initial officers, Directors nominated and elected for such offices shall have been Directors for a minimum period of three months prior to holding such office.

5.9 **Compensation.** Except for the Executive Director of Business and Operations and the Executive Director of Academics who are also full-time staff members, Directors of the School shall not receive compensation for serving as directors, but may receive reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the School. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

5.10 **Vacancies**. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, shall be filled by a majority vote of the Directors cast at any regular or special meeting of the Board. Prior to being placed before the Board for a vote, a candidate must be nominated for Board approval by either the Executive Director of Business and Operations and Executive Director of Academics to ensure alignment with vision and mission through an interview with the candidate.

5.11 **Resignation**. A Director may resign at any time by filing out a written resignation with the Chair or the Secretary of the Board.

5.12. **Removal**. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose with the exception of the Executive Director of Business and Operations and the Executive Director of Academics who can only be removed by an unanimous vote.

ARTICLE VI
MEETINGS OF THE BOARD

6.1 **Annual Meeting**. The annual meeting of the Board of Directors shall be at such time and place as the Chair, or in the absence of action by the Chair, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors shall elect new Directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

6.2. **Regular Meetings**. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place without other notice than such resolution. The purpose of the regular meetings shall be to approve, authorize or ratify acts of the Board, management and/or school administration and transact such other business as may properly come before the Board.

6.3 **Special Meetings**. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the Chair or Secretary, and shall be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

6.4. **Meetings by Telephone or Other Communication Technology.** Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting and such communications are audible or visible to the public attending the meeting. Participation by such means shall constitute presence in person at a meeting.

6.5. **Place of Meetings**. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Arizona as designated by the Board, by any persons entitled to call a meeting, or by waiver of notice signed by all of the Directors.

6.6. **Notice and Waiver of Notice**.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director or by written notice given by other than personal delivery at least twenty-four (24) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting unless required by the ANCA.

(b) Methods of Giving Notice. Notice of any annual or special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless

communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.7 **Electronic Mail**. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

6.8 **Quorum**. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.9. **Manner of Acting.** At any meeting of the Board of Directors, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the School.

6.10 **Director Deadlock**. In the event the Board votes are deadlocked, but only if so required by the written request of any director delivered to the Chair the Board shall, within thirty (30) days after receipt of such written request, appoint a mutually-agreed upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed sixty (60) days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue upon which the Board is deadlocked which decision shall be binding on the Corporation and on each Director.

6.11 **Open Meeting Law**. All official actions and deliberations of the Board shall take place at a meeting open to the public in compliance with the Arizona Open Meeting Law, ARS 38-431 through 38-431.09 (the "Open Meeting Law"), for so long as the Open Meeting Law applies to charter schools such as the Corporation, except in cases where and to the extent, the Open Meeting Law authorizes the Board to meet in executive session.

6.12 **Public Notice of Meetings**. Public notice of all meetings of the Board and of all committees authorized by the Board shall be given pursuant to and as required by the Open Meeting Law, for so long as the Open Meeting Law applies to charter schools.

6.13 **Presumption of Assent**. A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered 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.

ARTICLE VII
OFFICERS

7.1 **Number**. The principal officers of the Corporation shall be a Chair, Vice-Chair, Executive Director of Business and Operations, Executive Director of Academics, a Secretary, and a Treasurer. The Executive Director of Business and Operations and the Executive Director of Academics shall be full-time staff positions. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. The Executive Director of Business and Operations and the Executive Director of Academics shall be ex-officio non-voting members of the Board. Officers shall be members of the Board of Directors.

7.2. **Election and Term of Office**. The officers of the Corporation, excluding the Executive Director of Business and Operations and Executive Director of Academics, shall be elected each year by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

7.3. **Resignation.** Any officer may resign at any time by delivering written notice to the Chair, a Vice-Chair, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.4. **Removal**. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with the exception of the Executive Director of Business and Operations and the Executive Director of Academics, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

7.5. **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

7.6 **The Executive Director of Business and Operations**. Subject to Board oversight the Executive Director of Business and Operations shall supervise and control the School's business operations including management of the School's finances, fundraising, marketing, community partnerships, parent relations, and student discipline. Jointly with the Executive Director of Academics and subject to rules prescribed by the Board, the Executive Director of Business and Operations shall have authority to appoint agents and employees of the School, to prescribe their powers, duties and compensation, and to delegate them authority. Such agents and employees shall hold office at the joint discretion of the Executive Director of Business and Operations and the Executive Director of Academics. In general, the Executive Director of Business and Operations shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

7.7 **Executive Director of Academics**. Subject to Board oversight, the Executive Director of Academics shall supervise and control the School's academic program including management of student testing, teacher observations and evaluations, special education services, curriculum development and implementation, and professional development. Jointly with the Executive Director of Business and Operations and subject to rules prescribed by the Board, the Executive Director of Academics shall have authority to appoint agents and employees of the School, to prescribe their powers, duties and compensation, and to delegate them authority. Such agents and employees shall hold office at the joint discretion of the Executive Director of Academics and the Executive Director of Business and Operations. In general, the Executive Director of Academics shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

7.8 **Chair and Vice-Chair of the Board**. The Chair of the Board shall call and preside at all meetings of the Board of Directors, shall be, ex officio, a voting member of all committees of the Board of Directors, and shall be the liaison between the school Executive Directors and the Board of Directors. The Vice-Chair shall serve in the absence of the Chair or in the event of the Chair's death or inability or refusal to act.

7.9 **The Secretary**. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the School if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the School is affixed to all documents the execution of which on behalf of the School under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

7.10. **The Treasurer**. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of

Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

7.11 **Other Assistants and Acting Officers**. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

7.12 **Compensation**. Except for the Executive Director of Business and Operations and the Executive Director of Academics who are also full-time staff members, officers of the Corporation, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the School. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE VIII
CONFLICT OF INTEREST

8.1. **Conflict of Interest Procedure**. Each Director, officer, key employee and member of a committee or subcommittee of the Board of Directors, on behalf of the Corporation, shall conduct him or herself in a manner consistent with the School's Conflict of Interest Policy, including, without limitation, any provisions thereof relating to self dealing generally, and certain prohibited transactions and compensation, as may be adopted by the Board of Directors from time to time.

8.2. **Annual Execution of Conflict Disclosure Statement**. Each Director, officer, key employee and member of a committee or subcommittee of the Board of Directors with Board-delegated powers shall annually complete and sign the School's Annual Conflict of Interest Disclosure Statement as may be adopted by the Board of Directors from time to time.

ARTICLE VIIII
COMMITTEES[1]

9.1 **Board Committees**. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one or more Directors of the Corporation.

9.2 **Powers Reserved to the Board**. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

9.3 **Participation by Non-Directors**. A person who is not a Director may be appointed to any Board committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

9.4 **Removal; Authority of the Board**. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

9.5 **Term**. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the Corporation, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

9.6 **Committee Rules**. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

ARTICLE X
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the School. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, Board resolution, the ANCA or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

ARTICLE XI
MISCELLANEOUS

11.1 **Fiscal Year**. The fiscal year of the School shall end on the last day of June in each year.

11.2 **Books and Records**. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each Officer; and such other records as may be necessary or advisable or as required by the Records Retention and Disposition for Arizona School Districts and/or the State Public Records Law (A.R.S. Sections 39-121 through 30-122), for so long as such laws and regulations apply to charter schools. All books and records of the Corporation may be inspected, for any proper purpose at any reasonable time, by: (i) any Director; (ii) the agent or attorney of such Director; and (iii) as otherwise required by law.

11.3 **Corporate Acts**. Each officer shall have authority to sign, execute and acknowledge on behalf of the School, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the ANCA or directed by the Board of Directors, the Chair may authorize in writing any officer or agent of the School to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the School is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

11.4. **Loans**. No monies shall be borrowed on behalf of the Corporation and no evidences of such 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.

11.5 **Deposits**. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the School in such banks, investment firms or other depositories as the Board of Directors may select.

ARTICLE XII
PROHIBITION AGAINST DISCRIMINATION

The School shall not discriminate on the basis of race, sex, age, national or ethnic origin or religion in the administration of its educational policies, admissions policies, athletic or other school-administered programs or employment policies.

ARTICLE XIII
AMENDMENTS

13.1 **By the Directors**. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the Directors then in office at any regular or special meeting thereof.

13.2 **Implied Amendment**. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the 11th day of April, 2016, by the Board of Directors of Synergy Public School.

Sandy Kennedy

Sandy Kennedy, Secretary

Melissa McKinsey

Lori Weiss