BYLAWS

OF

THE PAIDEIA ACADEMY OF CHANDLER, Inc.

ARTICLE I

The name of the corporation is THE PAIDEIA ACADEMY OF CHANDLER OF CHANDLER, Inc., an Arizona nonprofit corporation ("Corporation"). The principal office of the Corporation is 550 W. Warner Rd. Chandler Arizona 85225, subject to change as may be determined by the Board of Directors.

ARTICLE II
PURPOSE

2.1 **Charter School**. To create, develop and operate a charter school or schools pursuant to Section 15-183, et seq. of the Arizona Revised Statutes, or applicable sections as contained in Arizona Revised Statutes. More specifically, to provide a general education for pupils in grades K through 12.

2.2 **Limitation**. In furtherance of said purpose, to exercise any and all other acts such as are permitted to a Corporation organized under Chapter's 24 through 40 of Title 10 of the Arizona Corporation Code. No part of the net earnings of the Corporation shall go to the benefit of, or be distributable to its members, trustees, 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 in this Article II. The Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Revenue Law.

2.3 **Charitable Organization**. This Corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary or educational purposes, as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law. No part of the activities of the Corporation shall include carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

2.4 **Dissolution and Liquidation**. Upon the dissolution or liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future federal tax code) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets

not so disposed shall be disposed of by a court of competent jurisdiction of the county in which located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III
MEMBER

The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

4.1 **General Powers**. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

4.2 **Number, Tenure and Election Term.** The Founders of the Corporation shall be the initial Board of Directors. The number of directors shall be determined by the Board of Directors but shall not be less than two (2) nor more than five (5). The number of directors at any time shall be determined by a majority of the directors then in office. Directors shall be elected by a resolution of the Board of Directors, approved by a majority of a quorum of directors. The election shall be done at a meeting of the Board of Directors. Each director shall hold office for a term of five (5) years or until their respective successors have been duly elected.

4.3 **Qualifications.**

4.3.1 Each member of the Board of Directors must be over the age of eighteen (18).

4.3.2 Each member must pass a background check as requested by the Department of Education and any appropriate sponsoring board of the Corporation, which will include as a minimum, possession of a fingerprint clearance card demonstrating that there exists no criminal record which could adversely affect the Corporation or its operation as a public school.

4.3.3 Each member of the Board of Directors must establish that each such Director possesses significant experience and qualifications to further the Board of Directors' commitment to the educational purposes of the Corporation as set forth herein including, without limitation, educational, managerial and fund-raising skills.

4.4 **Authority**. The powers of the Board of Directors shall include, without limitation, the authority to do the following:

4.4.1 Appointments. Appoint, remove, replace and supervise all the Corporation’s officers and any of the Corporation’s employees;

4.4.2 Investment. Invest and expend Corporation funds in order to carry out all the Corporation's business;

4.4.3 Agents. Employ or discharge agents, employees and independent contractors.

4.4.4 Agreements. Negotiate and enter into necessary agreements, or subcontracts to promote, develop and conduct the Corporation's business and otherwise carry out the Corporation's intent and purpose;

4.4.5 Insurance. Obtain liability, property and other insurance as necessary to properly protect the Corporation's business and properties and the Corporation's officers, directors, managers, members, and employees;

4.4.6 Litigation. Institute and defend litigation involving the Corporation;

4.4.7 Borrowing. Borrow money for Corporation purposes.

4.4.8 Execute Documents. Execute any instruments or documents necessary or convenient to carry on Corporation business;

4.4.9 Establish Procedures. Establish operating procedures, requirements, policies and guidelines for the Corporation which shall be implemented and followed by the Corporation's officers, employees, and independent contractors; and

4.4.10 Governing Board Members Appointment and Replacements. Appoint and remove such persons serving on the Governing Board created pursuant to Article VI of these Bylaws.

4.5 **Regular Meeting**. The Board of Directors shall hold regular meetings; said meetings to be scheduled at least quarterly at a place and time to be determined by the Board of Directors. The Board of Directors shall meet for the purpose of electing the officers of the Corporation and transacting any other business as may properly come before such meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the board without other notice than such resolution.

4.6 **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. If a Special Meeting is called, each Board of Directors member shall be given at least 24 hours prior notice of the Special Meeting and such notice shall be provided as set forth in Section 4.7.

4.7 **Action Without Meeting; Telephonic Meetings**. Any action may be adopted by unanimous written consent of the Board of Directors in lieu of holding a meeting. The Board of

Directors may conduct its meetings by telephone so long as all members participating are able to speak and to hear one another.

4.8 **Notice**. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by facsimile as long as the member sending the notice retains the confirmation copy showing the date and time of transmission and the number to which the transmission was sent, or by e-mail, or to be deposited in the mail, with first class or airmail postage prepaid to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.9 **Meetings By Consent**. A meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the members of the Board of Directors, or with the presence and participation of all of the members of the Board of Directors.

4.10 **Quorum.** A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the members of the Board of Directors.

4.11 **Manner of Acting**. The act of a majority 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 law or by these Bylaws.

4.12 **Vacancies**. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.13 **Compensation.** Directors as such shall not receive any stated salaries for their services as a director, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation.

4.14 **Informal Action by Directors**. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if consented to in writing, setting forth the action so taken, shall be signed by all of the directors.

4.15 **Removal**. Any director may be removed by a majority vote of the members of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

ARTICLE V
OFFICERS

5.1 **Officers**. The officers of the Corporation shall be elected by the Board of Directors at its regular annual meeting and may comprise, as determined by the Board of Directors, of the offices of President, Vice-President, and Secretary-Treasurer and such other officers as may be elected by the Board of Directors. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors.

5.2 **Election and Term of Office**. As stated above, the officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and shall have qualified.

5.3 **Removal**. Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of a majority of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

5.4 **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors.

5.5 **President**. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall keep the Board of Directors fully informed and freely consult with the Board in regard to the business of the Corporation and make due reports to the board. In addition to the powers and duties elsewhere provided in these Bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens guarantees, licenses and other instruments. The President shall have the authority to deposit, handle and disburse any funds. Subject to limitations imposed by the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with the Bylaws, or as may at any time be assigned by the Board of Directors.

5.6 **Vice-President**. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice-President shall have the authority to deposit, handle and disburse any funds. Any vice-

president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

5.7 **Secretary-Treasurer**. In the absence of the President or in the event of his inability or refusal to act, the Secretary-Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Secretary-Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the Corporation. Duties of the Secretary-Treasurer include the care of, and responsibility for, all monies, securities, evidences of value and corporate instruments of the Corporation, and supervision of the officers and any other persons authorized, ensuring retention of information as to whether all deposits have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Secretary-Treasurer shall cause full and accurate books to be kept, showing the transactions of the Corporations, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of the Directors, and such statements and reports as are required of him/her by law. The Board of Directors may require the Secretary-Treasurer to give a bond in such amount and with such sureties as it shall determine. The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors and all committees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; attest by signature to all instruments duly authorized and requiring the same; be custodian of the corporate records; keep a register of the post office address of each director, which shall be furnished to the Secretary-Treasurer by such director; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.8 **Other Officers**. The Board of Directors may establish and elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the Corporation.

ARTICLE VI
GOVERNING BOARD

6.1 **Creation of Governing Board.** The Board of Directors shall designate not less than three (3) nor more than five (5) individuals to serve on an executive committee of the Corporation that shall be recognized as the Governing Board of the charter school, The Paideia Academy of Chandler. Governing Board membership shall include no more than one member of the Board of Directors at a time, and at least one school staff, parent, and community member. Each member of the Governing Board shall serve for a term of three (3) years, unless removed earlier by a majority vote of the Board of Directors or by resignation. For the purpose of Governing Board membership stability, the original members shall have staggered office terms of three (3) years. To begin the staggered terms the original Board of Director member will serve a full three year term, the original school staff member will serve a two (2) year term, and the original parent and community member will serve a one (1) year term. Each subsequent term shall be for a three-year period.

6.2 **Selection of Governing Board Members**. A Director may nominate a person to serve as a Governing Board Member. A majority vote by the Board of Directors is required for installation of the nominated Governing Board member. In the event of a vacancy or vacancies, a majority of the remaining members of the Governing Board shall constitute a quorum. The Board of Directors shall replace any vacancy through nomination and majority vote that may exist on the Governing Board as soon as is reasonably possible.

6.3 **Authority.** The Governing Board shall have the duty to promulgate policies for The Paideia Academy of Chandler and shall operate in a manner consistent with Arizona law and in accordance with rules and regulations that the Board of Directors may issue from time to time. The Governing Board is responsible for determining the policy of The Paideia Academy of Chandler. The Governing Board's powers are limited to policy decisions regarding The Paideia Academy of Chandler and do not include policy making power over the affairs of the Corporation.

6.4 **Manner of Acting**.

6.4.1 The Governing Board shall meet not less than quarterly and comply in all respects with Arizona law applicable to a Governing Board of a charter school, including, but not limited to compliance with Arizona Open Meeting laws.

6.4.2 A majority of the number of Governing Board Members prescribed according to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Governing Board.

6.4.3 If a quorum is present when a vote is taken, the affirmative vote of a majority of the Governing Board Members present shall be the act of the Governing Board.

6.5 **Meetings by Means of Electronic Device**. Unless otherwise provided by law or the charter, a member of the Governing Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

6.6 **Governing Board Member Compensation.** Governing Board Members shall not be entitled to receive compensation for their services as a member of the Governing Board; however, each Governing Board Member, subject to approval of the Board of Directors, may be paid his or her expenses, if any, for attendance at each meeting of the Governing Board or any committee thereof.

6.7 **Resignations and Removal**. Any Governing Board Member may resign at any time by giving written notice to the Board of Directors, the President, or the Corporation at its known place of business. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Member of the Governing Board may be removed at any time, with or without

cause, by the Board of Directors whenever, in its judgment, the best interests of the The Paideia Academy of Chandler is served by the removal.

6.8 **Term.** Each member of the Governing Board shall serve for a period of three years and until his or her successor is elected. During the first year of the existence of the Corporation, terms of Governing Board Members shall be staggered with one member serving three years; another member serving two years, and the remaining member or members serving one year.

6.9 **Vacancies**. Vacancies on the Governing Board shall exist (1) on the death, resignation or removal of any Governing Board Member or (2) when term of a current Governing Board Member is up, and the Board of Directors elects not to renew his/her term. Upon such a vacancy, the Governing Board may, at its option, solicit letters of application from members of the public interested in serving on the Governing Board. Vacancies on the Governing Board shall be filled by the Board of Directors.

6.10 **Notices**. Public notice of all meetings of the Governing Board shall be given pursuant to and as required by the Arizona Open Meeting Law, A. R. S. Sections 38-431 through 38-431.09 (hereinafter referred to as the "Open Meeting Law"), for so long as the Open Meeting Law applies to charter schools.

6.11 **Procedural Guidelines**. The Governing Board shall govern by consensus, except where otherwise noted in these Bylaws.

6.12 **Quorum**. For the purpose of transacting business at meetings of the Governing Board, a quorum shall consist of a majority of the members in office immediately before the meeting begins.

ARTICLE VII
COMMITTEES

7.1 **Committees of Directors**. The Board of Directors, by resolution adopted by a majority of the directors in office, may create one or more committees for such purposes as deemed appropriate by the Board of Directors. Any committee shall have the responsibilities and duties assigned to it by the Board of Directors; however, no such committee shall have the authority to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the Corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another Corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revocation proceedings; adopting a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The Board of Directors

may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held.

ARTICLE VIII
BOOKS AND RECORDS

The Corporation shall keep current and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX
FINANCE

The fiscal year of the Corporation shall end on June 30, unless otherwise provided by the Board of Directors. All funds and money of the Corporation shall be deposited, handled, and disbursed, and all bills, notes, checks, and like obligations and endorsements, for deposit or collection shall be signed by the Secretary-Treasurer or the President or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefore to the Secretary-Treasurer as and when the Secretary-Treasurer may require. All money funds, bills, notes, checks, and other negotiable instrument coming to the Corporation shall be collected and promptly deposited in the name of the Corporation in such depositories.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be altered, amended or repealed and new bylaws may be adopted from time to time by an affirmative vote of a majority of the Board of Directors at any meeting properly convened in accordance with these Bylaws.

ARTICLE XII

CONFLICT OF INTEREST POLICY

Decisions of the Corporation and actions of the Directors shall be in accordance with Arizona Revised Statutes Sections 10-3860 through 10-3864 and applicable law and shall include:

(a) The Board of Directors of the Corporation shall adopt a Conflict of Interest Policy to be followed by the members of the Board of Directors in executing their duties.

(b) The Conflict of Interest Policy must provide for disclosure of any duality of interest or possible conflict of interest on the part of any Board Member and be made a part of the record of the Corporation either through an annual procedure or when the interest becomes a matter requiring Board of Director action.

(c) No Board of Director Member having a duality of interest or possible conflict of interest shall vote or use his/her personal influence on the issue being decided. The minutes of any meeting where a conflict is present should reflect:

(1) That a disclosure of the conflict was made;

(2) That the Board Member with the conflict abstained from voting;

(3) Any other relevant factors necessary-

(d) In the event no formal Board of Director Conflict of Interest Policy is adopted, it shall be deemed that all statutory provisions found in the Arizona Revised Statutes for Non-profit Corporations shall constitute the Conflict of Interest Policy of the Corporation.

(e) New Directors of the Corporation shall be informed and advised of the Board's Conflict of Interest Policy prior to entering or assuming the duties of his/her office.

THE PAIDEIA ACADEMY OF CHANDLER, Inc.

By: Robert C. Winsor II Date: 6/27/2011

, President