BYLAWS

OF

TUCSON COUNTRY DAY SCHOOL, INC.

AN ARIZONA NONPROFIT CORPORATION

Updated 5/2/2009

ARTICLE I

PURPOSE

Tucson Country Day School, Inc., hereinafter referred to as the "Corporation", is organized exclusively to further charitable, religious, educational and scientific purposes through the making of charitable contributions to organizations that qualify as exempt organizations under Section 501(c)(3)

ARTICLE II

OFFICES

2.01 Principal Office. The Corporation shall maintain a principal officer at 9239 E. Wrightstown Road,

2.02 Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

ARTICLE III

MEMBERS

3.01 Unless changed by a vote of the majority of the Directors at a special meeting called for the purpose of amending this Article III of the Bylaws, the Corporation shall have one (1) class of members, consisting of the Board of Directors, who shall be entitled to one vote each.

3.02 Regular Meetings. A regular meeting of the members shall be held at a time, date and place determined by the members

3.03 Special Meetings. Special meetings of the members may be called at the request of the President or the majority of the members on at least seventy-two (72) hours notice to each member. Notice specifying the time, date, place and general purpose of the meeting shall be provided to each member, either personally, by mail, by telegram or by telephone.

3.04 Place of Meeting. The members of the Corporation may hold meeting, both regular and special, either within or without the State of Arizona. The meetings may be held by conference telephone or similar communications equipment by means of which all persons participating can here each other.

3.05 Notice of Meeting. Reasonable notice of the time, date, place and purpose of members meetings shall be given. Notice of any members meeting may be waived in writing by the person entitled to notice, either before or after the meeting.

3.06 Quorum. The presence in person of a majority of the entire members shall constitute a quorum for the transaction of business at a members meeting, unless otherwise required by the laws of the State of Arizona, the Articles of Incorporation, or these Bylaws. A quorum is not required for a majority of the members to adjourn the meeting to another time, date and place without further notice than announcement at the meeting.

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

3.08 Manner of Acting. The act of a majority of the members present at a members meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the laws of the State of Arizona, the Articles of Incorporation or these Bylaws.

3.09 Committees. The members may designate and appoint from among the members one or more committees. Each committee shall consist of two or more members with one member designated as chairman.

3.10 Action Without Meeting. Any action required or permitted to be taken at any meeting of the members or of any committee thereof may be taken without a meeting if all members of the members or committee consent thereto in writing and if not otherwise restricted by the Articles of Incorporation or these Bylaws.

3.11 Compensation. No member shall be entitled to compensation by the Corporation for his or her services to the Corporation as a member; but a member may serve the Corporation in any other capacity and receive reasonable compensation therefore.

3.12 Removal. Members may be removed at a special meeting of the members called expressly for that purpose, in the manner provided by the laws of the State of Arizona.

ARTICLE IV

BOARD OF DIRECTORS

4.01 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts.

4.02 Numbers. The number of directors shall be not less than three (3) nor more than seven (7), the specific number to be fixed from time to time at a meeting of the Board of Directors. Until changed, the number of Directors shall be five (5). Each Director shall hold office until his or her successor is elected and qualified. Directors need not be residents of the State of Arizona.

4.03 Election and Term of Office unless otherwise provided by the Board of Directors, the current Directors shall serve until the regular annual meeting of the Board in 2009.

Commencing with the regular annual meeting in 2009, the Directors shall be elected at three year intervals as established by the Board. To establish this rotation, prior to the 2009 annual meeting, the Chairman shall place the existing Directors in a rotation for the purposes of implementing the three-year terms.

At the regular annual meeting, the Director positions shall be elected for the following terms:

Director 1 and 2 – three years
Director 3 and 4 – two years
Director 5 – one year

All Director elections occurring after the 2009 meeting will be for a term of three years.

If a vacancy occurs during the regular annual meeting due to a current Director not being re-elected by the Board, the vacancy shall be filled at a special meeting called by the Chairman or a majority of the Directors for that purpose.

A Director who wishes to continue to serve as a Director shall notify the Chairman in writing at least 30 days prior to the regular annual meeting in the year in which the Director's term is scheduled to end. Upon an affirmative vote of the Board at the regular annual meeting, the Director shall continue in office for another three-year term.

Directors elected between regular annual meetings of the Board of Directors shall serve a full three year term except that the year the Director is elected will count as the first year, regardless of when the Director actually takes office.

If the election of Directors is not held at the regular annual meeting of the Board, the election shall be held as soon thereafter as reasonably practicable.

Each Director shall be elected by an affirmative vote of a majority of the Directors present and shall be entitled to vote at the meeting, a quorum being present. If a current Director is seeking reelection, the Director may vote on the specific question of whether or not to reelect himself/herself. If a current Director chooses to seek reelection, a vacancy will not be declared unless the Director is not reelected by the Board.

Each Director shall serve until (a) his or her successor is elected and qualified, (b) his or her resignation is received, or (c) he or she is removed from office by an affirmative vote of the Directors than acting. Cause shall not be a prerequisite to removal from the Board. Any Director may resign upon written notice to the Corporation.

All votes for Directors taken by the Board of Directors will be by secret ballot and will be tallied by the Secretary who will report the results to the Board as soon as the count commences.

4.04. Vacancies. Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, or by a sole remaining Director. Any Director so chosen shall hold office for a three year term as described in section 4.03. Any increase in the number of Directors pursuant to Section 4.02 shall be considered a vacancy.

Prior to a vacancy being filled, the Board shall post a notice in public venues used by the school to share information with parents of TCDS students as soon as is reasonably possible after the vacancy occurs. The notice shall indicate that a vacancy for the Board exists and shall inform all parties interested in filling the vacancy that they must send written notification to the Chairman of the Board at least seven days prior to the special meeting where the vacancy will be filled. The written notice must state that the person is interested in filling the vacancy, and must include their qualifications to serve on the Board and their contact information.

All applicants for the vacancy will be voted on as a group by the Board. Each Board member can cast one vote per open position on the Board but only one vote may be cast for an individual person

An applicant receiving a majority of the votes from the Directors in attendance will be chosen to serve on the Board. The Board may eliminate candidates based on the votes cast as long as the candidates who remain in the running are the ones receiving the highest number of votes. In the event more applicants receive a majority of votes than there are positions available or there is a tie, a new vote shall be taken. If the tie cannot be broken or no applicant receives a majority of the votes, the vacant Director position(s) will remain vacant until the next Board meeting when the process may be repeated.

All votes taken by the Board of Directors to fill a vacancy will be by secret ballot and will be tallied by the Secretary who will report the results to the President of the Board as soon as the count is completed. The President will report the results to the Board.

4.05 Regular Meetings. A regular annual meeting of the Board of Directors shall be held a time, date and place determined by the Board.

4.06 Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or the majority of Directors on at least twenty-four (24) hours notice to each Director. Specifying the time, date, place and general purpose of the meeting shall be provided to each Director, either personally, by mail, by telegram or by telephone.

4.07 Place of Meeting. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona. The meetings may be held by conference telephone or similar communications equipment by means of which all persons participating can hear each other.

4.08 Notice of Meeting. Reasonable notice of the time, date, place and purpose of Board meetings shall be given. Notice of any Board meeting may be waived in writing by the person entitled to notice, either before or after the meeting.

4.09 Quorum. The presence in person of a majority of the entire Board of Directors shall constitute a quorum for the transaction of business at a Board meeting, or unless otherwise required by the laws of the State of Arizona, the Articles of Incorporation, or these Bylaws. A quorum is not required for a majority of the Directors to adjourn the meeting to another time, date and place without further notice than announcement at the meeting.

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

4.11 Manner of Acting. The act of a majority of the Directors present at a Board meeting at which quorum is present shall be the act of the Board, unless the act of a greater number is required by the laws of the State of Arizona, the Articles of Incorporation or these Bylaws.

4.12 Committees. The Board may designate and appoint from among the Directors one or more committees. Each committee shall consist of two or more Directors with one Director designated as chairman.

4.13 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing and if not otherwise restricted by the Articles of Incorporation or these Bylaws.

4.14 Compensation. The Directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Board of Directors and may be paid any reasonable compensation for their services as Directors, as may be fixed from time to time by resolution of the Board of Directors. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

4.15 No Director shall be entitled to compensation by the Corporation for his or her services to the Corporation as a Director; but a Director may serve the Corporation in any other capacity and receive reasonable compensation therefore.

4.16 Removal. Directors may be removed at a special meeting of the Board of Directors called expressly for that purpose, in the manner provided by the laws of the State of Arizona.

ARTICLE V

OFFICERS

5.01 Officers. The Board of Directors at its first meeting, and at each regular annual meeting, shall choose a President, a Secretary, and a Treasurer, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors may choose one or more Vice Presidents, each of whom shall serve at the pleasure of the Board of Directors. Any member of offices, except the offices of President and Secretary, may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide.

5.02 Additional Officers. The Board of Directors at any time may appoint such other officers and agents as it shall deem necessary to hold offices at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board.

5.03 Compensation. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

5.04 Reimbursement of Disallowed Compensation. Any payments made to an officer of the Corporation, such as salary, commission, bonus, interest or rent, or entertainment expenses incurred by him or her which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from him or her future compensation payments until the amount owed to the Corporation has been recovered.

5.05 Vacancies. A Vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any time.

5.06 Removal. All officers or agents shall be subject to removal at any time by the affirmative vote of the majority of the members of the Board of Directors. Election of an officer or agent shall not of itself create contract rights.

5.07 Duties of Officers.

(a) President. The President shall preside at all meetings of the Board of Directors. He or she act as operating and directing head of the Corporation subject to policies established by the Board of Directors.

(b) Vice President. The Vice President shall have all powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. The Vice President shall perform such other duties as the Board of Directors may assign from time to time.

(c) Secretary. The Secretary shall maintain and keep the minutes of all meetings of the Board of Directors and any standing committees. He or she shall be the custodian of the corporate

(d) Treasurer. The Treasurer shall have general custody of all the funds and securities of the Corporation except as such may be required by law to be deposited with any state official. He or she shall be responsible for depositing the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision. The Treasurer shall render financial statements to the President and shall have charge of the preparation and filing of such reports, financial statements, and other returns as may be required by law.

ARTICLE VI

IDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation is empowered to indemnify any and all of its directors, officers, employees, agents or former directors, officers, employees or agents against expenses incurred by them, including legal fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by any such person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, by reason of his or her position with the Corporation, provided that the Board of Directors shall determine that such person acted, or failed to act, in good faith and in manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and such person had no reason to believe such conduct was unlawful. This provision shall not limit any right of the Corporation to indemnify all acts or alleged acts and failures to act or alleged failures to act as provided by law.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS

7.01 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 an on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.02 Loans. No loans shall be contracted on behalf of the 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.

7.03 Check, Drafts, Etc. All the checks, draft, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and 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 instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

7.04 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.

ARTICLE VIII

CONFLICTS OF INTEREST

Irrespective of anything contained herein to the contrary, no Member, Director, or Officer may enter into any agreement with the Corporation, or take any action on behalf of the Corporation which will allow said Member, Director, or Officer to derive any financial gain from such arrangement or action without disclosure to, and the approval of, the Board of Directors. Engaging in any such activity shall subject the offending party to immediate loss of their membership, directorship, or officership, as the case may be.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the

authority of the Board of Directors. The Corporation shall also keep a record giving the names and addresses of the Directors of the Corporation at the registered or principal office of the Corporation.

ARTICLE X

FISCAL YEAR

The Fiscal year of the Corporation shall be the calendar year.

ARTICLE XI

AMENDMENT AND REPEAL

10.01 Amendment. These Bylaws may be amended or repealed, or new Bylaws may be adopted by a resolution adopted by a majority of the Board of Directors.

10.02 Necessity. No notice need be given of any action concerning these Bylaws previous to any meeting if the proposed amendment, repeal or adoption of new Bylaws is one of necessity arising at such meeting, and is in furtherance of the legitimate aims of the Corporation.

ARTICLE XII

SEAL

The Corporate seal, if any, shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Arizona".

DATED this 2nd day of May, 2009

_____

Richard Cooper, President