BYLAWS

OF

WESTERN SCHOOL OF SCIENCE AND TECHNOLOGY, INC.

ARTICLE I
NAME; OFFICES

Section 1. Name. The name of this Corporation is Western School of Science and Technology, Inc. (the "School").

Section 2. Principal Office. The School may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors (the "Board"), one of which may be designated as the principal office.

Section 3. 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 II
BOARD OF DIRECTORS

Section 1. Name. The Board of Directors of the School shall be publicly 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."

Section 2. General Powers. The affairs of the School shall be managed by its Board. 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.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board of Directors from time to time, but in no event less than three (3) nor more than fifteen (15), and shall serve for the term provided in Section 4 of this Article.

(b) Qualifications. Directors must be more than 18 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 School 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 School 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 School.

(c) Ex Officio Director. The School Director shall be an ex officio Director of the School without voting rights. The ex officio Director shall not be included in the total number of Directors authorized in subsection (a) above.

Section 3. Election of Directors.

(a) Initial Director. The initial Director 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.

(b) Successor Directors. 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 .

Section 4. Term of Office. Directors shall be classified with respect to the time for which they shall hold office by dividing them into two (2) classes, each class to consist of, as nearly as possible, an equal number of directors. The directors of the first class shall hold office for an initial term of one (1) year and the directors of the second class for an initial term of two (2) years. At the close of each annual meeting of this School, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the two (2) classes shall continue to consist of, as nearly as possible, an equal number of directors. Any Director who has served for two (2) consecutive full terms shall be ineligible for re-election for a period of one (1) year immediately following the expiration of the second full term.

Section 5. Compensation. Except for Directors 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.

Section 6. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the School. Failure of a Director to attend one-half of the meetings in a calendar year may also be deemed to be a resignation by the Director.

Section 7. 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 School either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, an interim Director shall be elected by

the Board of Directors of this School. An interim Director shall serve until a successor is elected upon expiration of the term of office for that Director.

ARTICLE III
MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of July at such time and place as the President, or in the absence of action by the President, 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.

Section 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.

Section 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 President or Secretary, and shall be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

Section 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.

Section 5. Place of Meetings. All meetings shall be held at the principal office of the School 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.

Section 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 School, 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.

Section 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.

Section 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.

Section 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.

Section 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 President, 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 School and on each Director.

Section 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 School, except in cases where and to the extent, the Open Meeting Law authorizes the Board to meet in executive session.

Section 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.

Section 13. Presumption of Assent. A Director of the School 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 School 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 IV
OFFICERS

Section 1. Number. The principal officers of the School shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. 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 (1), but no more than two (2) offices. Officers shall be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the School 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.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the President, the Vice President, or 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.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the School 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.

Section 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.

Section 6. President and Vice President of the Board. The President 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 Director

and the Board of Directors. The Vice President shall serve in the absence of the President or in the event of the President's death or inability or refusal to act.

Section 7. 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 President or by the Board of Directors.

Section 8. 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, if there is a 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.

Section 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.

Section 12. Compensation. Officers of the School, other than officers who are members of the staff, 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 V
CONFLICT OF INTEREST

Section 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 School, 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.

Section 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 VI
COMMITTEES

Section 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 School.

Section 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.

Section 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 School.

Section 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.

Section 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 School, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

Section 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 VII
INDEMNIFICATION

The School 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 School 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 School 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 VIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the School shall end on the last day of June in each year.

Section 2. Books and Records. The School 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 School 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.

Section 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 School'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 President 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 School, provided, however, that an attestation is not required to enable a document to be an act of the School.

Section 4. Loans. No monies shall be borrowed on behalf of the School 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.

Section 5. Deposits. All funds of the School, 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 IX
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 X
AMENDMENTS

Section 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.

Section 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.

****

Certified a true and correct copy of the Bylaws adopted on the 14th day of April, 2013, by the Board of Directors of Western School of Science and Technology, Inc.

Secretary