Bylaws of the French American School of Arizona, a Not-For-Profit Corporation

Article I. Organization

Section 1.01 Name

The legal name of the Non-Profit Corporation shall be "The French American School of Arizona." The organization shall also be known as "FrenchAm", and shall herein be referred to as the "School" or "FrenchAm."

Section 1.02 Principle Office

The principle place of business of the School shall be located in the County of Maricopa ("County"), in the State of Arizona ("State"). 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.

Article II. Non-Profit Corporation

Section 2.01 Purposes

FrenchAm is a non-profit corporation and is not organized for the private gain of any person. It is organized under the laws of the State of Arizona regarding non-profit corporations. FrenchAm shall issue no capital stock, its objective and purpose being solely of a charitable, literacy and educational character and not for individual pecuniary gain nor for profit to its members. No part of the income or assets of FrenchAm shall inure to the benefit of any private individual or member. This shall not prohibit payment to individuals for services received or assets purchased. FrenchAm shall receive, invest and disburse funds and hold property for the benefit of FrenchAm.

Section 2.02 Mission

The Mission of The French American School of Arizona is to give opportunities to every child to learn a second language but also a different culture from an early age. The school also wants to help families trying to raise bilingual children by providing additional support and those who wish to engage their children in learning a new language with a bicultural program

adapted to their need. The French American School of Arizona offers children a bilingual, bicultural education in French and English.

Article III. Board of Directors

Section 3.01 Name

The Board of Directors of the School shall be publicly known and described as the "Governing Board", and herein after being referred to as the "Board". Members serving on the Board are being referred to as "Directors" or "Officers".

Section 3.02 General Power and Responsibilities

Subject to any limitations set forth in the articles of incorporation, the bylaws, or applicable laws, the Board shall establish policies and directives governing business and programs of the School and shall delegate to the School Headmaster and School staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 3.03 Number and Qualifications

a) The Board shall have no more than eight, and no fewer than three Board members. The number of Board members may be increased beyond eight members by the affirmative vote of a two-thirds majority of the then serving Board. A Board member need not be a resident of the State of Arizona.

b) Directors must be more than 21 years of age. Each Director shall pass a background check and obtain a DPS Fingerprint Clearance Card. A copy of the clearance card shall be kept on file showing that no criminal record exists that shall adversely affect the School or its operation.

c) Directors shall also pass any additional regulatory inquiries, as required by the State of Arizona, federal law, or other governmental agencies having proper regulatory authority over the affairs of the School or its activities.

d) Directors shall, in the opinion of the Board, possess experience and qualifications that further the Board's commitment to the educational foundation, operational purposes, and overall mission of the School.

e) The Directors of said Board are elected for a period of seven (7) years at the time these bylaws are been created. At the term of the seven years, a new Board may be created.

Article IV. Officers

Section 4.01 Officers

The officers of the organization shall be as follows:

- President: Patrice Arnout
- Vice President: Corinne Arnout
- Treasurer: Amy Shaw

Section 4.02 Compensation

Officers may also be employees of the organization and de facto will receive compensation as employees but not as officers of the organization.

Article V. Parent Advisory Council

Section 5.01 Parent Advisory Council

The Board, by resolution, will elect a Parent Advisory Council, referred to as "PAC." The mission of the PAC is to provide non-binding strategic advice to the board.

Article VI. Indemnification of Directors and Officers

Section 6.01 Indemnification

The school shall indemnify and hold harmless its Directors and Officers to the fullest extent permissible under A.R.S. §10-2305(C), or any successor statute, as such may be amended from time to time, and as otherwise may be permitted under Arizona law.

Directors and Officers shall promptly notify the Board of the threat or commencement of any proceeding or legal action with respect to which they intend to seek indemnification. FrenchAm, or its insurance company, shall thereafter be entitled to assume the defense of all matters for which indemnification is permitted pursuant to A.R.S. §10-2305(C), or any successor statute, and as otherwise may be permitted under Arizona law. If FrenchAm, or its insurance company, assumes the defense, the school shall not be liable for legal or other expenses subsequently incurred by the Director or Officer.

The school shall provide its Directors and Officers with insurance against any liabilities asserted against them incurred in such capacity or arising out of such status to the extent such is available through FrenchAm.

Article VII. Private Inurement

Section 7.01 Prohibition Against Private Inurement

No Director, Officer, or employee of the School, member of a committee of neither the School, nor any other private individual shall:

a) Receive at any time any of the net earnings or pecuniary profit of the School, except that the School can pay reasonable compensation for services rendered; provided, however, that compensation shall not be paid if such payment would constitute an act of self-dealing or would result in the termination of the School's tax exempt status under Section 50l(c)(3) of the Code.

b) Be entitled to share in the distribution of any of the corporate assets in the event of the School's dissolution. All Directors shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the School's affairs, whether voluntary or involuntary, all of the School's assets remaining after all debts have been satisfied shall be distributed exclusively to other tax-exempt corporations, as pe1mitted by applicable law.

Article VIII. Conflict of Interest

No contract or other transaction between the corporation and its directors or officer or between the corporation and any other corporation, firm, association, or entity in which its directors or officers are members, directors, or officers or are financially interested shall be either void or voidable because of the relationship or interest or because the director or officer is present at the meeting of the Board if either of the following apply:

a) The fact of such relationship or interest is disclosed or known to the Board.

b) The contract or transaction is fair and reasonable to the corporation at the time the contract or transaction is authorized or approved in the light of circumstances known to those entitles to vote on the matter at that time.

Article IX. Non-Discrimination Statement

Section 9.01 Non-Discriminatory Policy

Enrollment at the charter school is open to all students who are residents of Arizona and follows the admissions requirements for charter schools set forth in A.R.S. §15-184 and 20 U.S.C. §7221i (1)(H) 1. The public charter school will not limit enrollment based on students' race, color, religion, national origin, sex, or intellectual ability.

Enrollment at the private school is open to all students who follow the admissions requirements for the school. The school will not limit enrollment based on students' race, color, religion, national origin, sex, or intellectual ability.

Article X. Fiscal Year

Section 10.01 Fiscal Year

The fiscal year for this School shall begin on July 1 and end on June 30.

Article XI. Amendments and Revisions

Section 11.01 Amendments and Revisions

These Bylaws may be altered, amended, repealed, or added to at any time by the vote of a two-thirds majority of the directors then in office.

Article XII. Effective Date

Section 12.01 Effective Date

These bylaws shall become effective immediately.

The amendment was duly adopted by act of the board of directors and with approval, in writing, by the person or persons so specified in the corporation's Article of Incorporation or bylaws.

By: _____
Patrice Arnout, President of the Board of Directors

By: _____
Corinne Arnout, Vice- President of the Board of Directors

By: _____
Amy Shaw, Treasurer of the Board of Directors