

AMENDED AND RESTATED BYLAWS OF THE EDGE SCHOOL, INC.

(An Arizona Nonprofit Public Benefit Corporation and 501(c)(3) Organization)

ARTICLE I – NAME

The name of the corporation is **THE EDGE SCHOOL, INC.** (the “Corporation”). The Corporation may register, copyright, or trademark its name in the State of Arizona.

ARTICLE II – OFFICES

The principal office of the Corporation shall be located in the State of Arizona at such place as the Board of Directors (the “Board”) may determine. The Corporation may maintain additional offices within or outside the State of Arizona as determined by the Board.

ARTICLE III – PURPOSES AND LIMITATIONS

Section 3.1 Charitable and Educational Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), including the ownership and operation of one or more public charter schools pursuant to A.R.S. Title 15 and applicable charter contracts.

Section 3.2 Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its exempt purposes.

The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office and shall not carry on activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE IV – PUBLIC CHARTER SCHOOL OPERATIONS

The Corporation shall operate one or more Arizona public charter schools pursuant to A.R.S. § 15-181 et seq. and oversight by an authorized charter sponsor. The Board retains ultimate fiduciary, academic, and financial responsibility for all charter schools operated by the Corporation.

The Corporation may form or control subsidiary entities solely for purposes consistent with its exempt mission and Arizona law, provided that governance and accountability remain with the Board.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Authority and Fiduciary Duty

The Board shall manage and direct the affairs of the Corporation and exercise all corporate powers consistent with law, the Articles of Incorporation, these Bylaws, and the charter contract(s). The Board is responsible for maintaining the overall policy and direction of the organization and has the authority to adopt, amend, and repeal policies and procedures as necessary to carry out the purposes of the organization.

Section 5.2 Number and Qualifications

The Board shall consist of not fewer than five (5) and not more than eleven (11) directors. Directors shall:

- Be at least eighteen (18) years of age;
- Comply with all eligibility, background check, and fingerprint clearance requirements under Arizona law;
- Possess skills or experience that support the Corporation's educational mission.

Section 5.3 Term of Office

Directors shall serve staggered two (2) year terms and may be reappointed for a maximum of three (3) consecutive terms.

Section 5.4 Election

Directors shall be elected by a majority vote of the Board at a duly noticed meeting.

Section 5.5 Removal

Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the remaining directors.

Section 5.6 Vacancies

Vacancies shall be filled by majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 5.7 Compensation

Directors shall serve without compensation but may be reimbursed for reasonable expenses.

Section 5.8 Committees

The Corporate Board, by resolution adopted by a majority of the entire Corporate Board present at a duly-authorized meeting, may from time to time designate from among its members an executive committee and may also designate from among its members and non-members such other committees as the Corporate Board may deem desirable, each consisting of three (3) or more Directors with such powers and authority (to the extent permitted by law) as may be provided in such a resolution. Each such committee shall serve at the pleasure of the Corporate Board and, if required, shall comply with applicable Arizona Open Meeting Laws, A.R.S. § 38-431, et seq.

ARTICLE VI – MEETINGS OF THE BOARD

Section 6.1 Regular Meetings

The Board shall meet at least quarterly. The schedule of regular meetings shall be determined by the Board and communicated to all members.

Section 6.2 - Annual Meeting

The annual meeting of the Corporate Board of the Corporation shall be held at a time designated by the Directors, for the purpose of electing successor Directors and Officers, voting on a budget and transacting such other business as may properly come before the meeting.

Section 6.3 - Special Meetings:

Special meetings of the Directors may be called at any time by the Corporate Board, by the President or the Secretary at the written request of two (2) Directors or as otherwise required under the provisions of appropriate laws, including A.R.S. § 38-431.02.

Section 6.4 – Emergency Meetings:

In the case of an actual emergency, pursuant to A.R.S. § 38-431.02 (D) & (J), less than 24 hours' notice of a meeting may be given, and the notice that is actually given shall be appropriate to the circumstances generating the emergency. However, there are three (3) requirements which must be met which are as follows:

- (a) An announcement must be made at the meeting of the reasons necessitating the emergency meeting; and
- (b) A statement must be made in the minutes of the meeting setting forth the reasons for the emergency meeting; and

(c) Within 24 hours after the meeting, a public notice must be posted declaring that an emergency session has been held and setting forth the information required under paragraph 3, above, and A.R.S. 38-431.02 (H) & (I).

Section 6.5 Notice and Open Meeting Law

All meetings shall comply with Arizona Open Meeting Law, A.R.S. § 38-431 et seq., including notice, agenda, and public access requirements.

Section 6.6 Quorum and Voting

A majority of the directors then in office shall constitute a quorum. Actions shall be approved by a majority vote of directors present unless otherwise required by law or these Bylaws. Should the Board membership present at the meeting fall below the required number for a quorum, then the meeting must be reconvened at a designated later date when a quorum is present.

Section 6.7 Remote Participation

Directors may participate by telephone or electronic means in compliance with Open Meeting Law requirements.

Section 6.8 Executive Sessions

Pursuant to A.R.S. § 38-431.03, upon and only upon a public majority vote of sufficient members to constitute a quorum, an executive [closed] session may be held, but only for the purposes explicitly outlined in the statute. No executive session may be held for the purpose of taking any legal action involving a final vote or decision. If an executive session is to be held, notice shall be given to the members of the Board and to the general public stating the specific provision of law authorizing the executive session. The agenda for an executive session shall include only a general description of the matters to be considered and shall not contain information that would defeat the purpose of the executive session.

ARTICLE VII – OFFICERS

Section 7.1 Officers

The officers of the Corporation shall include a President, Vice President, and Secretary. Officers shall be directors of the Board.

Section 7.2 Election and Term

Officers shall be elected annually by a majority vote of the Board.

Section 7.3 Duties

- **President:** Ensures that the business of public meetings is transacted in proper order and serves as primary Board liaison.
- **Vice President:** Acts in the absence of the Chair.
- **Secretary:** Maintains corporate records and minutes.

ARTICLE VIII – SCHOOL LEADER

The Board shall appoint and evaluate a Chief Executive Officer or School Leader responsible for day-to-day operations, subject to Board oversight.

ARTICLE IX – CONFLICT OF INTEREST

The Corporation shall maintain a written Conflict of Interest Policy consistent with IRS and Arizona requirements. Annual disclosures shall be required of directors and officers. Board members as citizens are often involved in multiple facets of the community. Any Board member who has a conflict of interest with a Board issue being discussed or voted upon should explain the conflict on the record, recuse themselves from the discussion, and leave the room until the discussion is finished. Furthermore, a Board member may not speak at call to the public regarding the issue with which they have a conflict of interest.

ARTICLE X – FINANCIAL ADMINISTRATION

The Board shall approve an annual budget, set financial priorities and link spending to strategic objectives, ensure independent audits as required by A.R.S. § 15-914 and 15-183(E)(6), formally accept audits by a majority vote of the Board, and adopt financial controls consistent with public charter school requirements.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify directors and officers to the fullest extent permitted by Arizona law.

ARTICLE XII – RECORDS AND REPORTS

The Corporation shall maintain records and make reports as required by the Arizona State Board for Charter Schools, the IRS, and other authorities.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board at a duly noticed meeting, provided amendments do not conflict with law or charter requirements.

ARTICLE XIV – DISSOLUTION

Upon dissolution, assets shall be distributed for exempt purposes within the meaning of Section 501(c)(3) of the Code or to a public charter school or governmental entity.

CERTIFICATION

These Amended and Restated Bylaws were adopted by the Board of Directors of The Edge School, Inc. on _____, 20.

Secretary