

BYLAWS
OF
FRIENDS OF ARCADIA NEIGHBORHOOD LEARNING CENTER

(As Adopted 4/26 _____, 1994)

SECTION 1
OFFICES AND CORPORATE SEAL

1.1 Principal Office. The corporation shall maintain a principal office in Arizona. The corporation may maintain offices and transact business at any place designated by the board of directors.

1.2 Corporate Seal. A corporate seal is not required on any instrument executed for the corporation. If a corporate seal is used, it shall be either a circle having on its circumference "Friends of Arcadia Neighborhood Learning Center," and in the center "Incorporated 1994 Arizona," or a circle having on its circumference the words "Corporate Seal."

SECTION 2
MEMBERS

2.1 Qualifications of Members. Any parent or legal guardian of a student enrolled at Arcadia Neighborhood Learning Center shall be considered a member of Friends of Arcadia Neighborhood Learning Center. Payment of dues shall not be required of parents or legal guardians. Membership shall be extended to any person other than parents of Arcadia Neighborhood Learning Center students upon payment of a fee of five dollars per school year.

2.2 Voting Rights of Members. Members shall be entitled to vote for the election of officers and directors. Members shall be entitled to approve the appointment of committee chairpersons nominated by the nominating committee. Members shall be entitled to vote upon any proposed amendment to the bylaws and the articles of incorporation of the corporation.

SECTION 3
MEETINGS AND VOTING

3.1 Annual Meetings. The corporation shall hold annual meetings of members on the second Thursday in May, or on another date designated by the board of directors. At the annual meeting, members shall elect a board of directors and may transact any other business properly brought before the meeting.

3.2 Special Meetings. The president may and the president or the secretary shall, on written request of a majority of the board of directors or of members holding a majority of the outstanding votes of the corporation, call special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute. The written

request and the notice of the special meeting shall state the purposes of the meeting and the business transacted at the meeting shall be limited to purposes stated in the notice.

3.3 Time and Place of Meetings. The board of directors, the president, or the secretary shall fix the time and place of all meetings of members.

3.4 Notice of Meetings. The corporation shall give notice of annual and special meetings, stating the place, date, hour, and, in the case of special meetings, the purposes of the meeting, by publication in the school newsletter distributed prior to the meeting.

3.5 Voting. Each member is entitled to one vote, in person. Members entitled to vote at a meeting shall be determined as of 4:00 p.m. on the business day before notice of the meeting is sent.

3.6 List of Members. The corporation shall prepare an alphabetical list of the members entitled to vote at each meeting, showing the name and address of each member entitled to vote. The list shall be available at the meeting and may then be inspected by any member.

3.7 Quorum and Adjournment. Five members, present in person, shall constitute a quorum for the transaction of business, except as otherwise provided by statute. If a quorum is not present at any meeting, the members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At an adjourned meeting, when a quorum is present, the members may transact any business they might have transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, the corporation shall give a notice of the adjourned meeting to each member entitled to vote at the meeting.

3.8 Majority Required. When a quorum is present at any meeting, the vote of the holders of a majority of the voting power present and voting shall decide any question brought before the meeting, unless an express provision of a statute or of the articles of incorporation requires a different vote.

3.9 Waiver of Notice. Attendance of a member at a meeting shall constitute waiver of notice unless the member objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any member may waive notice of a meeting of members by executing a written waiver of notice.

SECTION 4 DIRECTORS

4.1 Number and Election. The board of directors shall consist of the number of directors established from time to time by resolution of the board of directors. Except as provided in these Bylaws for the filling of vacancies, the members shall elect

directors at the annual meeting. Each director shall hold office until a successor is elected and qualifies, or until such director's earlier resignation or removal.

4.2 Vacancies and Removal. A majority of the directors then in office, though less than a quorum, or a sole remaining director may fill vacancies and newly created directorships. A director so chosen shall hold office until a successor is elected and qualifies, or until such director's earlier resignation or removal. Any director who takes any action in conflict with the purposes of the Corporation, as determined by three-quarters of the board of directors, shall be removed from the board.

4.3 Powers. The board of directors shall manage the business of the corporation and may exercise all powers of the corporation and do all lawful acts and things permitted by statute or by the articles of incorporation.

4.4 Place of Meetings. The board of directors of the corporation may hold its meetings at any place in the State of Arizona.

4.5 Annual Meetings. The board of directors shall hold its annual meeting immediately following the annual meeting of members at the place announced at the annual meeting of members. No notice is necessary to hold the annual meeting, provided a quorum is present. If a quorum is not present, the annual meeting shall be held at the next regular meeting or as a special meeting.

4.6 Regular Meetings. The board of directors shall hold a minimum of five regular meetings during the school year. Such meetings shall be scheduled as needed by the President and shall be held at such places as determined by the board of directors.

4.7 Special Meetings. The president or the secretary may, and on written request of two directors shall, call special meetings of the board of directors on not less than one day's notice to each director personally or by telephone, or on not less than five days' notice to each director by mail.

4.8 Quorum. Except as otherwise specifically provided by statute or by the articles of incorporation, five members of the board of directors then in office shall constitute a quorum of the board of directors. The concurrence of a majority of those present and voting shall be sufficient to conduct the business of the board. If a quorum is not present, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.9 Action Without Meeting. The board of directors may take any action without a meeting if all directors consent to the action in writing. The writing or writings shall be filed with the minutes of the board of directors.

4.10 Waiver of Notice. Attendance of a director at a meeting shall constitute waiver of notice unless the director objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any director may waive notice of any meeting by executing a written waiver of notice.

SECTION 5 OFFICERS

5.1 Election of Officers. The members at the annual meeting shall elect the officers of the corporation including at least a president, a secretary and a treasurer. The board of directors may appoint such other officers and agents as it deems necessary or appropriate. Any number of offices, except the offices of president and secretary, may be held by the same person.

5.2 Tenure and Duties of Officers. Officers shall hold their offices for a term of one year, shall have the titles designated by the board of directors, and shall exercise the powers and perform the duties determined from time to time by the board of directors. Officers shall serve only one consecutive term.

5.3 Vacancies. The board of directors may fill at any time a vacancy in any office because of death, resignation, removal, disqualification or otherwise. Any officer who takes any action in conflict with the purposes of the corporation, as determined by three-fourths of the board of directors, shall be removed from office.

5.4 President. The president shall preside at meetings of the members and of the board of directors. Subject to policies established by the board of directors, the president shall be the chief operating officer of the corporation. The president may sign deeds, conveyances, contracts, agreements, and all other instruments requiring execution on behalf of the corporation.

5.5 Co-President. The co-president shall perform such duties as may be assigned by the board of directors.

5.6 Vice Presidents. There shall be as many vice presidents as the board of directors chooses to appoint. Vice presidents shall perform the duties assigned to them by the board of directors or the president. Any one of the vice presidents, as authorized by the board of directors, shall have all the powers and perform all the duties of the president if the president is temporarily absent or unable to act.

5.7 Secretary. The secretary shall keep, or cause to be kept, minutes of all meetings of the members and board of directors. The secretary is the custodian of the corporate seal, if any, and shall affix it to documents when necessary or appropriate. The secretary shall give or cause to be given required notices of all meetings of the members or board of directors. The secretary shall have custody of the books and records of the corporation, except the books of account, and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned by the board of directors or the president.

5.8 Treasurer. The treasurer shall have custody of the funds and securities of the corporation and the books of account. The treasurer shall see to the deposit of the funds of the corporation in the bank or banks the board of directors designates. The books of account shall be monitored on a current basis under the

treasurer's direction and supervision. The treasurer shall render financial statements to the president and to all directors at proper times. The treasurer shall have charge of the preparation and filing of reports, financial statements, and returns as required by law. The treasurer shall give the corporation a fidelity bond as required by law or by the board of directors, with the premium therefor paid by the corporation as an operating expense.

SECTION 6 COMMITTEES

6.1 Executive Committee. The executive committee shall consist of all corporate officers. If a vacancy occurs on the executive committee, the vacancy shall be filled only by the board of directors. The executive committee shall have and may exercise the powers of the board of directors between meetings of the board of directors, but shall not possess any authority of the board of directors prohibited to it by law and may not (a) submit to the members any matters, (b) fill any vacancy on the board of directors, (c) adopt amendments to the articles of incorporation or to these bylaws, (d) distribute the assets of the corporation outside of the ordinary course of business, or (e) vote to merge or dissolve the corporation. The board of directors may, by resolution, further restrict the power and authority of the executive committee.

6.2 Nominating Committee. The nominating committee shall consist of at least three members, at least one of whom shall not be a current member of the board. The nominating committee shall nominate the officers, committee chairs, and the nominating committee for the following year. The members shall elect nominating committee members at the annual meeting. Nominating committee members shall hold their positions for a term of one year and shall not serve more than two consecutive terms.

6.3 Other Committees. The board of directors may establish regular or special committees. The resolution establishing a regular or special committee shall set forth its powers and duties. In the discretion of the board of directors, persons serving on a regular or special committee need not be directors.

SECTION 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1. Indemnification. Except as provided in these Bylaws, the corporation shall hold harmless and indemnify each of its directors and officers ("indemnitee") against any and all liability and expenses incurred by indemnitee in connection with any threatened or actual proceeding or legal action resulting from indemnitee's service to corporation or to another entity at corporation's request.

7.2. Exclusions. Except insofar as permitted by law, corporation shall not indemnify indemnitee for acts listed in A.R.S. § 10-1005.C.8.

7.3. Procedure. Indemnitee shall notify corporation promptly of the threat or commencement of any proceeding or legal action with respect to which indemnitee

intends to seek indemnification. Corporation shall be entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between indemnitee and corporation in the defense of the proceeding or legal action. If corporation assumes the defense, corporation shall not be liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.

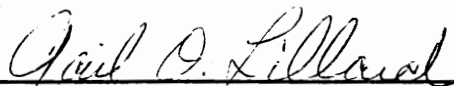
7.4. Expense Advances. Corporation shall advance automatically expenses, including attorneys' fees, incurred or to be incurred by indemnitee in defending a proceeding or legal action upon receipt of notice of the expenses. If required by law, before advancing any expenses the corporation may require that an indemnitee or a representative promise to repay the advances if a final judicial decision (after expiration or exhaustion of any appeal rights) determines that indemnitee is not entitled to be indemnified for such expenses.

7.5. Settlement of Claims. Corporation shall not be obligated to indemnify indemnitee for any amounts incurred in settlement if settlement is made without corporation's prior written consent. Corporation shall not enter into any settlement that would impose any penalty or limitation on indemnitee without indemnitee's prior written consent. Neither corporation nor indemnitee will unreasonably withhold consent to any proposed settlement.

7.6. Effect of Repeal. In order that indemnitee may rely on the indemnification promised by this Section, no repeal or amendment of this Section shall reduce the right of indemnitee to payment of expenses or indemnification for acts of indemnitee taken before the date of repeal or amendment.

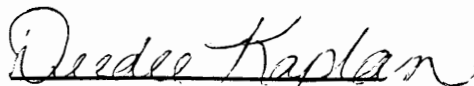
SECTION 8
REPEAL, ALTERATION OR AMENDMENT

The corporation's articles and bylaws may be repealed, altered or amended or substitute bylaws may be adopted only with approval by a majority of the members of the corporation present at any regular or special meeting.



Gail Lilliard, President

ATTEST:



Deedee Kaplan, Secretary