

**BYLAWS
OF
QUAIL RUN PRIMARY SCHOOL FOUNDATION**
dba/ Canyon Grove Academy

DATED the 22nd day of September, 2009

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**AMENDED AND RESTATED BYLAWS
OF
QUAIL RUN PRIMARY SCHOOL FOUNDATION**

ARTICLE I
The Corporation

Section 1.01. Name and Organizational Structure. Quail Run Primary School Foundation (the "Corporation") is a nonprofit corporation organized and existing under the Utah Revised Nonprofit Corporation Act in compliance with Title 16, Chapter 6a of the Utah Code Annotated.

Section 1.02. Tax Status and Purposes. In accordance with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"), the Corporation is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation. The Corporation has been approved to operate as a public charter school under Utah law and has been granted a charter (the "Charter") to do so by the Utah State Board of Education.

Section 1.03 Membership. The Corporation shall not have any voting or nonvoting members.

ARTICLE II
Directors

Section 2.01. Power and Authority of Directors. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all of the authority of the Corporation shall be exercised by the Board of Directors. The Directors serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for Directors under the Utah Revised Non-profit Corporation Act, including, but not limited to, the power to do the following:

A. To appoint and control and at its pleasure remove any agents and employees and to allow such compensation for their services as the Board shall deem proper. This shall include the power to appoint investment advisors, trust companies, banks or other fiduciaries to invest and safeguard the assets of the Corporation;

B. To prescribe, consistent with these Bylaws, the duties of any Officer;

C. To determine and govern all matters affecting finances, discipline, committees or the function of the Corporation; and

D. To conduct such acts as may be required to carry out the exempt purposes of the Corporation.

Section 2.02. Provisions Relating to Directors.

A. Number. The number of Directors may be established by Board of Directors from time to time, but shall never be less than three (3) nor greater than nine (9).

B. Term and Election. Three (3) Directors shall serve on the Board of Directors until their respective deaths or incompetency (such Directors shall be referred to herein as the “Executive Directors”), or until his or her earlier resignation or removal as per Section 2.02(D). In the event of a vacancy in office of an Executive Director, the remaining Executive Directors shall appoint a replacement.

In addition to the Executive Directors, up to five (5) additional Directors shall serve on the Corporation's Board of Directors (such Directors shall be referred to herein as the "Nominated Directors"), and shall be selected by a formal vote of all existing Directors.

Unless specified in an open and public meeting where the Nominated Director is selected, each Nominated Director shall serve for a three (3) year term, except that initially the Board of Directors shall determine how the terms of the initial Nominated Directors shall be staggered so that each year there shall be no more than (2) vacancies in the Nominated Directors.

In addition to the Executive Directors and the Nominated Directors, one (1) Parent Elected Director (referred to herein as the "Elected Director"), shall be selected as follows in accordance with the Corporation's Charter. Between March 1 and March 31 of each year parents of children attending the Corporation's charter school may nominate any person to serve as an Elected Director. The Corporation shall use commercially reasonable best efforts to inform all parents of children attending the Corporation's charter school of such nominating process. By no later than April 5 of each year the Corporation shall use commercially reasonable best efforts to provide all such nominees with an application for the Elected Director position, and all applications for consideration shall be returned to the Corporation by April 30. Any nominee that fails to return a substantially complete application by April 30 shall not be considered for the Elected Director position. The Board of Directors shall establish an election procedure to select the Elected Director from this pool of applicants. The election procedure shall ensure that all families current of students at Quail Run shall have the opportunity to participate in the voting. The Elected Director shall serve for a one (1) year term.

All matters relating to the election and appointment of Directors under these Amended and Restated Bylaws shall be subject to the provisions of the Corporation's Amended and

Restated Articles of Incorporation that govern the election and appointment of Directors. In the event of a conflict between these Amended and Restated Bylaws and the Amended and Restated Articles of Incorporation, the Amended and Restated Articles of Incorporation shall control.

C. Compliance with Applicable Utah Laws or Rules. In the event the composition of the Corporation's Board does not comply with any applicable Utah law or rule, the Executive Board shall replace any Nominated Director as necessary to bring the composition of the Corporation's Board into compliance with such applicable Utah law or rule.

D. Resignation and Removal. Any Director, by notice in writing to the Board of Directors, may resign at any time. An Executive Director may be removed by a vote of at least five (5) Directors, excluding the Executive Director to be removed, only for cause. Other Directors may be removed from office with or without cause by a vote of at least four (4) Directors, excluding the Director to be removed.

Section 2.03. Quorum and Voting.

A. Quorum. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

B. Voting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, each Director then in office shall have one (1) vote, and the vote of a majority of the Directors present, whether in person, by mail or by proxy, at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 2.04. Notice of Meetings of Board of Directors. Notice of the place, date and time of each meeting of the Board of Directors shall be given to each Director not more than thirty (30) days nor less than two (2) days before the date of such meeting; provided that in those situations

requiring expedited attention, notice may be given less than two (2) days before the date of such meeting but at least twenty-four (24) hours prior thereto. Any notice referred to in this Section 2.04 may be given by any reasonable means (including electronic communication such as e-mail) and need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these Bylaws is proposed a copy of such proposed amendment shall accompany said notice, and except with respect to a proposed action to elect or remove a Director or Officer. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the Director at his or her address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Director either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

Section 2.05. Meetings of Directors.

A. Regular Meetings. Regular meetings of the Directors, including the annual meeting, shall be at such place (within or without the State of Utah), date and time as may be fixed by the Board of Directors or by the Board Chair as authorized by the Board.

B. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or by two (2) Directors who deliver a written request to the Secretary for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 2.04) for the meeting to be called.

Section 2.06. Attendance and Participation at Meetings. Directors may attend and participate in any meeting of the Board of Directors through any communications equipment if all persons participating can hear each other.

Section 2.07. Action Without Meeting. Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting by a writing or writings signed by all of the members of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted by him or her in the permanent records relating to meetings of the Board of Directors.

Section 2.08 Honorary Directors. In addition to the above-described voting Directors, there may also be one or more Honorary Directors who shall be entitled to attend meetings of the Board of Directors or other activities of the Corporation as determined by the Board of Directors. Each individual employed as a School Director shall serve as an Honorary Director during his employment with the Corporation. The Board of Directors shall provide for the selection and privileges thereof, provided that such persons shall not be entitled to vote, shall not be counted for quorum purposes or for purposes of determining the number of Directors and the failure of such persons to receive notice of a meeting of the Board of Directors shall not affect the validity of a meeting.

ARTICLE III

Committees

Section 3.01. Committees. The Board of Directors may from time to time create committees of the Board consisting of not less than two (2) Directors and appoint the members thereof. The Board also may appoint advisory committees consisting of Directors and/or persons who are not Directors. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board.

Section 3.02. Committee Limitations.

A. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making reports to the Board and shall be subject to the control and direction of the Board. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, each committee shall act by a majority vote of the whole number of its members.

B. No committee shall have the authority to:

(1) approve any action for which the approval of the Board of Directors is required by the Utah Revised Nonprofit Corporation Act;

(2) establish committees of the Board of Directors or appoint members thereof; or

(3) fill vacancies on the Board of Directors or any committee.

Section 3.03. Action Without Meeting. Any action which might be taken at any meeting of any committee may be taken without such meeting by a writing or writings signed by all of the members of such committee. The writing or writings evidencing such action taken without a meeting shall be filed with the Chair of such committee and inserted by him or her in the permanent records relating to meetings of the committee.

ARTICLE IV

Officers

Section 4.01. Election. The Officers of the Corporation shall consist of a Board Chair, a Vice Chair, a Secretary, and a Treasurer. Election of Officers shall take place at each annual meeting of the Board of Directors or, if action is not then taken or if there is a vacancy, at any regular or special meeting for which notice is given as provided in Section 2.04. The same

individual may be elected to more than one (1) office. All Officers shall be elected by the Board of Directors by a majority vote for staggered initial terms, as provided in the Charter. Thereafter, all Officers shall be elected by the Board of Directors by a majority vote for a one (1) year term.

Section 4.02. President. The Board Chair shall preside at all meetings of the Board of Directors. The Board Chair shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and Officers of the Corporation. The Board Chair shall be an ex officio member of all standing committees. The Board Chair shall have the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under the laws of the State of Utah and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. In addition, the Board Chair shall also serve as the Chief Administrative Officer (“CAO”) of the Corporation for purposes of: (i) satisfying Utah charter school law; (ii) interfacing with the Utah State Charter School Board; and (iii) for all other purposes required by the Utah State Charter School Board.

Section 4.03. Vice- Chair. The Vice-Chair shall in the absence or disability of the Board Chair, perform all duties of the Board Chair, and, when so acting, shall have the powers and be subject to the restrictions on the Board Chair. The Vice- Chair shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 4.04. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, shall be the custodian of all books, records, papers and property of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. He or she shall have such other duties as may be established by the Board Chair with the consent of the Board of Directors.

Section 4.05. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. He or she shall have such other duties as may be established by the Board Chair with the consent of the Board of Directors.

ARTICLE V

Indemnification and Insurance

Section 5.01. Indemnification of Directors and Officers. The Corporation shall, to the maximum extent permitted by law, indemnify each of its Directors and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Director or Officer of the Corporation and shall advance to such Director or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by law.

Section 5.02. Indemnification of Other Agents. The Board of Directors of the Corporation may, in its discretion, provide by resolution for indemnification of any other agents of the Corporation comparable to that provided for Directors and Officers under Section 5.01, to the extent permitted by law.

ARTICLE VI

Miscellaneous

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall end on the last day of June, or on such other date as may be fixed from time to time by the Board of Directors.

Section 6.02. Amendments. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the Bylaws may be amended at a meeting called for that purpose by the affirmative vote of two-thirds (2/3) of the whole number of Directors; provided, however, that any such

amendments shall be consistent with the Corporation's status as a tax exempt organization under Code Section 501(c)(3).

Section 6.03 Charter. At all times, these Bylaws shall be subordinate to the Corporation's Charter as granted by the Charter Board. In the event of a conflict between these Bylaws and the Charter, the provisions of the Charter shall control.

* * * * *

CERTIFICATION

THE UNDERSIGNED officer and/or director of Quail Run Primary School Foundation, a Utah nonprofit corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted as of the 22nd day of September, 2009.

Signature

Print Name

Title