

BYLAWS

of

CLV STRONG START ACADEMY ELEMENTARY SCHOOLS, INC.

I.

Name and Offices

1. Name.

The name of this Nevada non-profit corporation (the "Corporation") operating a state public charter school is CLV STRONG START ACADEMY ELEMENTARY SCHOOLS, INC.

2. Office.

The principal office of the Corporation shall be initially located at 1617 Alta Drive, Las Vegas, Nevada 89106. Upon the school being chartered and open to students, the principal office shall then be the main address of the school facility. The Board of Directors may change the location of the principal office from time to time.

3. Other Offices.

The Corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

II.

Purposes of Corporation

1. Purposes.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 82 of the Nevada Revised Statutes and shall have all powers afforded by Chapter 82 of the Nevada Revised Statutes, as limited by Chapter 388A of the Nevada Revised Statutes. Within the framework and limitations of the foregoing, the specific objectives and purposes of the Corporation shall be to engage in educational purposes consistent with (1) Sections 115, 170(c) and 501(c)(3) of the Internal Revenue Code (or the corresponding section(s) of any future federal tax code); and (2) any future Charter Contract the Corporation enters into with its chartering government authorizer/sponsor. Without affecting or limiting the foregoing, the Corporation is to develop, manage, operate, guide, direct and promote one or more Nevada public charter schools.

2. Statutory Powers.

For the foregoing purposes, the Corporation shall have all powers afforded by Chapter 388A of the Nevada Revised Statutes and Chapter 82 of the Nevada Revised Statutes, including, without limitation, the power to solicit gifts, grants, and contributions from all persons whomsoever for use in furtherance of the above stated purposes; to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, outright or in trust; to hold, own, expend, give, grant, contribute, convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the above stated purposes, and to lease, mortgage, encumber and use the same; to borrow money and incur indebtedness, and in connection therewith, to draw, make, accept, endorse, execute, and issue notes, drafts, bills of exchange, bonds, debentures, or any other negotiable or nonnegotiable instruments or evidences of payment thereof and any interest thereon by mortgage, pledge, deed of trust, assignment, or otherwise on, of, or with respect to all or any part of the Corporation; to contract with private parties and federal, state, and local governments and their agencies and instrumentalities; and such other powers that are consistent with the foregoing purposes and that are afforded by Chapter 82 and Chapter 388A of the Nevada Revised Statutes.

3. Prohibited Purposes and Powers.

(a) Notwithstanding the foregoing statement of purposes and powers, the Corporation shall have and exercise only such powers and engage in only such activities as are contemplated and permitted to be carried on by a corporation exempt from federal income taxes under Section 115 of the Internal Revenue Code or 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) thereunder and by a corporation described in and contributions to which are deductible for federal income tax purposes under Section 170(c) of the Internal Revenue Code. The Corporation shall engage in activities within the contemplation of Section 82.131 of the Nevada Revised Statutes; provided, however, that this reference shall not be taken as permitting any power or the exercise of any power not within the contemplation of Sections 115, 170(c) and 501(c)(3) of the Internal Revenue Code.

(b) The Corporation shall not operate for profit. This Corporation's assets are irrevocably dedicated to not-for-profit purposes as set forth in these Bylaws. The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to any Director or officer of the Corporation or any other private person, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to otherwise inure to the benefit of any private person, provided, however, that the Corporation may pay reasonable compensation for services rendered to or for the benefit of the Corporation and to make such other payments and distributions in furtherance of its purposes. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not participate in nor intervene in (including, without limitation, the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not loan its credit in aid of any company, corporation or association.

(c) The Corporation shall not discriminate on the basis of race, religion, national origin, ethnicity, gender identity or expression, age, disability, sex, sexual orientation, military/veteran status, or any other class protected under applicable laws, including without limitation (i) in its employment practices; and (ii) in its student enrollment, education, treatment, disciplinary, and other practices. In accordance with the Immigration Reform and Control Act of 1986, the Corporation will not employ unauthorized aliens.

III.

Board of Directors

1. General Powers.

(a) Subject to the provisions and limitations of the Nonprofit Corporation Law, the Charter School Law, and any other applicable laws, and subject to any limitations or obligations set forth in applicable law, the Charter Contract, the Articles, or these Bylaws, the Corporation's activities and affairs shall be supervised, directed, and overseen, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("Board"). The Board shall be the governing board of the school under the authorization of its chartering government authorizer/sponsor, as well as the governing board of the Corporation. Generally, the Board shall delegate the day-to-day management of the activities of the school to the school administration, so long as the affairs of the school are ultimately managed, and its powers are exercised, solely and exclusively under the Board's jurisdiction.

(b) Notwithstanding whomever may have the authority to recommend, appoint, elect, or remove a Director to or from the Board, each Director shall perform all duties of the Board, including duties on any Board Committee, in good faith, in a manner the Director believes to be in the best interest of the school operated by the Corporation (as applicable), with such care as a reasonable person in a like position would use under similar circumstances, and in compliance with any code of conduct adopted by the Board from time to time consistent with the Nevada Ethical Code (as defined herein below). The foregoing is not intended to create any stronger or additional fiduciary duties than already exists by virtue of the Nonprofit Corporation Law, Charter School Law, and other applicable laws and authorities.

(c) In performing the duties of a Director, each Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, presented, or prepared by: (1) one or more officers or employees of the school whom the Director believes to be reliable and competent in the matters presented; (2) legal counsel, independent accountants, and other persons as to matters that the Director believes are within that person's professional or expert competence; and (3) a Board Committee on which the Director does not serve, as to matters within its authority; but in each case, only when the Director has no knowledge of facts that would cause such reliance to be unwarranted.

2. Specific Powers. Without prejudice to the general powers set forth in Section 1 of

this Article, but subject to the same limitations, the Board of Directors shall have all power:

(a) To (1) supervise the conduct, management and control of the affairs and activities of the Corporation; (2) make policies, rules, and regulations not inconsistent with, but instead to uphold and enforce, applicable law, the Charter Contract, the Articles, and these Bylaws; (3) establish and approve all major educational activities, operational policies, and the schedule of major events and activities at the school, so as to cause the growth and development of the students' academic performance and emotional well-being; (4) to ensure the ongoing evaluation of the school, in part to ensure public accountability; and (5) to strive for a diverse student population, reflective of the local and regional community.

(b) To appoint and remove, at the pleasure of the Board, corporate officers, committee members and agents; prescribe powers and duties for them as are consistent with the law, the Articles, and these Bylaws; fix their compensation; and require from them security for faithful service.

(c) To change the principal office or the principal business office in Nevada from one location to another; and designate a place for holding any meetings.

(d) To supervise and approve the leasing, purchase, acquisition, improvement, sublease, mortgage, transfer in trust, pledge, encumbering of, conveyance of, or disposition of, in any lawful manner (including by exchange, lease, gift, devise, bequest, or otherwise), for and in the name of the Corporation, any and all (A) real property, (B) major personal property, and (C) rights or privileges deemed necessary or convenient for the conduct of the school's purpose and mission;

(e) To (1) develop and approve an annual budget, (2) periodically monitor the school's income and expenses to adjust its financial plans accordingly, (3) ensure adequate funding for school operations, including fundraising and the pursuit of local, state, and federal grants (consistent with the school's mission), and (4) to submit a final budget to the Corporation's chartering government authorizer/sponsor pursuant to applicable law;

(f) To cause an annual inspection or audit of the accounts of the school, as well as any other audits required by applicable law, made by an independent, licensed accountant selected by the Board, which audit shows in reasonable detail all of the assets, liabilities, revenues, and expenses of the school and its accurate financial condition;

(g) To borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and

(h) To from time to time engage and terminate any EMO or CMO, vendor, or other service provider, in the Board's sole and absolute discretion.

3. Number, Term, and Election.

(a) The Board of Directors shall consist of seven (7) members until changed by amendment to these Bylaws. Within the limitations, if any, expressed in the Articles of Incorporation, the number of Directors of the Corporation may be increased or decreased from

time to time, by the affirmative vote of the Las Vegas City Council. Notwithstanding anything to the contrary contained in these Bylaws, this entire Section 3 and Section 15 (Vacancies) and Section 16 (Compensation) of Article III of these Bylaws, as well as Section 8 (Compensation) of Article V of these Bylaws, may be amended or repealed only by the affirmative vote of the Las Vegas City Council. Unless otherwise provided in the Articles of Incorporation or these Bylaws, Directors shall hold office until his or her successor shall be elected and qualified.

(b) In conformance with the Charter School Law, the Directors of the Corporation shall be recommended for appointment as described below and subject to election by the Las Vegas City Council, or a duly appointed committee thereof. Recommendations to appoint qualified candidates to fill specific Director seat vacancies shall be provided by the following individuals at least thirty (30) days (unless a shorter period is necessary due to a death, resignation, or removal of any Director or other unforeseen event) before the date of any election of Directors as follows:

- (i) Director seat #1, who shall be a teacher or other person licensed pursuant to Chapter 391 of NRS or who previously held such a license and is retired, as long as his or her license was held in good standing, shall be recommended for appointment by the City of Las Vegas Director of Youth Development & Social Innovation (or equivalent successor position);
 - (ii) Director seat #2, who shall satisfy the qualifications of Director #1 above, or shall be a school administrator with a license issued by another state or who previously held such a license and is retired, as long as his or her license was held in good standing, shall be recommended for appointment by the Chief Community Services Officer of the City of Las Vegas (or equivalent successor position);
 - (iii) Director seat #3, who shall be a parent or legal guardian of a pupil enrolled in the charter school who is not a teacher or an administrator at the charter school, shall be recommended for appointment by the City of Las Vegas Councilperson for Ward 5;
 - (iv) Director seat #4, who shall possess knowledge and experience in one or more of the following areas: (1) Accounting; (2) Financial services; (3) Law; or (4) Human resources, shall be recommended for appointment by the City of Las Vegas Councilperson for Ward 3;
 - (v) Director seat #5, who shall possess knowledge and experience in one or more of the following areas: (1) Accounting; (2) Financial services; (3) Law; or (4) Human resources, shall be recommended for appointment by the City Manager of the City of Las Vegas;
 - (vi) Director seat #6 shall be recommended for appointment by the City of Las Vegas Councilperson for Ward 1; and
 - (vii) Director seat #7 shall be recommended for appointment by the Mayor of the City of Las Vegas.
- (c) Notwithstanding anything to the contrary contained in these Bylaws, the Board's

membership shall adhere to the statutory requirements of NRS 388A.320, NAC 388A.525, and other applicable laws and regulations, at all times.

(d) A Director may take office only after complying with the provisions of applicable law, including NRS 388A.320(3) and 388A.323. If so required by the Charter School Law, the Corporation shall notify its chartering government authorizer/sponsor and the Nevada Department of Education within ten (10) working days of the selection of a new Director and provide the new Director's resume and affidavit pursuant to NRS 388A.320(2). Directors shall also be fingerprinted according to the NRS 388A.323 procedure.

(e) Each Director shall hold office for two (2) years from his/her election, and until a successor Director has been elected and qualified. The Las Vegas City Council may decide, in its reasonable discretion, to stagger the terms so approximately half of the Directors are up for election each year. The Mayor of the City of Las Vegas shall decide which slate of initial Directors shall only serve a one (1)-year term to achieve such staggering.

4. Place of Meetings.

(a) The Board may hold its meetings at such place or places as it may choose from time to time by resolution or as shall be designated in any notices or waivers of notice thereof. Any such meeting, whether regular or special, may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

(b) All meetings of the Board and its committees shall be called, noticed, and held in compliance with the Nonprofit Corporation Law, and at all times while the Corporation is subject to the provisions of the Charter School Law, with NRS Chapter 241 (the "Open Meeting Law").

5. Annual Meetings.

Regular meetings of the Board shall be held annually for the purpose of organization and the transaction of other business at the place where regular meetings of the Board are held, at a time, date, and place as noticed by the Board in compliance with the Nonprofit Corporation Law, and at all times while the Corporation is subject to the provisions of the Charter School Law, with the Open Meeting Law. If such meeting is not held as provided above, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for a special meeting of the Board.

6. Other Regular Meetings.

Other regular meetings of the Board may be held at such times and places as the Board shall from time to time by resolution determine. Notice of all such regular meeting shall be in the manner provided for in Section 7 (Special Meetings; Notice) below. Regular meetings shall be held no less often than once per quarter (or as otherwise required by NRS 388A.320 from time to time). Quarters are defined as July 1 – September 30, October 1 – December 31, January 1 – March 31, and April 1 – June 30.

7. Special Meetings; Notice.

Special meetings of the Board shall be held whenever called by the President or a majority of the Directors in office. Notice shall be given, in the manner hereinafter provided, of each such special meeting, which notice shall state the time and place of such meeting, but need not state the purposes thereof. At least seventy-two (72) hours notice of such meeting shall be given to each Director, either personally or by mail, postage prepaid, addressed to such Director at the address appearing in the records of the Corporation. Such notice shall contain the date, time and place of the meeting and a specific description of the business to be transacted thereat. Such notice shall be posted and comply with the Open Meeting Law. No business shall be transacted at any special meeting except that specifically described in the notice of such meeting. Special meetings shall be validly held only by compliance with this Section, and no waiver of notice or consent to the holding of such meeting or the minutes thereof shall be effective for any purpose whatsoever. If a Director is unable to attend a Board meeting, the Board member shall contact the President or designated supervising employee prior to the meeting.

8. Closed Sessions.

Any Director may request a Closed Session or non-Meeting session in advance of any special or regular meeting of the Board, for issues concerning personnel or other matters requiring confidentiality and which are permitted to be closed or held outside a public meeting under the Open Meeting Law. All persons except Directors of the Board may be excluded from such Closed or Non-Meeting Sessions, at the President's or Board's discretion, to the extent consistent with applicable law. Following such meetings, an officer may provide a general description of the matters discussed to be provided as the minutes of said Closed or Non-Meeting Session, if appropriate. The Board may deliberate, but may not take formal action, in a Closed Session or non-Meeting session. Every Director has a duty to maintain the confidentiality of all Board meetings and actions, which are not required by law to be open to the public, including discussions which take place during any Closed or Non-Meeting Sessions of the Board. Any Director violating this confidence may be removed from the Board.

9. Public Comment.

At all times while the Corporation is subject to the Charter School Law, time shall be set aside at each meeting of the Board for public comment as provided by the Open Meeting Law, NRS 241.020(2)(d)(3). The speaker shall be asked to identify his or her name, address, and affiliations (if any). Public comment may be time limited and shall be stated as such on the Agenda for such public meeting.

10. Quorum and Manner of Acting.

(a) A majority of the whole Board shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and except as otherwise specified in these Bylaws and except also as otherwise expressly provided by the Nonprofit Corporation Law and by the Open Meeting Law, the vote of a majority of the Directors

present at any such meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum from any such meeting, a majority of the Directors present thereat may adjourn such meeting. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the Directors who were not present at the time of the adjournment, and during any period the Corporation is subject to the Charter School Law, to the public in the manner prescribed by the Open Meeting Law (which may require re-noticing the meeting with a three-day advance notice requirement). The Directors shall act only as a Board and the individual Directors shall have no power as such. Directors may not vote by proxy.

(b) To the extent permitted by applicable laws and regulations (including the Open Meeting Law, during any period the Corporation is subject to the Charter School Law), Directors may participate in meetings by means of a conference telephone or video network or similar communications method, as long as all (i) persons participating in the meeting can hear each other and (ii) the chairman of such meeting, exercising his/her reasonable discretion, can authenticate the identity of those Members; and participation in such a fashion shall constitute presence in person at such meeting.

11. Organization.

At each meeting of the Board, the President, or if he or she is absent therefrom, a Director chosen by a majority of the Directors present thereat, shall act as chairman of such meeting. The Secretary, or if he or she is absent, the person (who shall be an Assistant Secretary, if any and if present) whom the chairman of such meeting shall appoint, shall act as Secretary of such meeting and keep the minutes thereof.

12. Events Causing Vacancies On Board.

A vacancy or vacancies on the Board shall occur in the event of (a) the death, resignation, or removal of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony or an offense involving moral turpitude, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the Nonprofit Corporation Law, Charter School Law, or Nevada Code of Ethical Standards at NRS 281A.400 et seq. (the "Nevada Ethical Code"); or (c) the increase of the authorized number of Directors.

13. Resignations.

Any Director may resign at any time by giving written notice of his or her resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary, or the Board; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

14. Removal of Directors.

Directors may be removed, with or without cause and from time to time, as provided by

Chapter 82 of the Nevada Revised Statutes then in effect.

15. Vacancies.

Vacancies and newly created directorships resulting from any increase in the authorized number of Directors shall be filled by the affirmative vote of the Las Vegas City Council. If one or more Directors shall resign from the Board, effective at a future date, the Las Vegas City Council by affirmative vote, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Director so chosen shall hold office as provided in this Section in the filling of such vacancies.

16. Compensation.

Unless otherwise expressly provided by NRS 388A.320(5) or by affirmative vote of the Las Vegas City Council, no Director shall receive any compensation for his or her services as a Director or officer or committee member. The Board may at any time and from time to time by resolution provide that Directors shall be paid their actual and necessary expenses, if any, of attendance at each meeting of the Board or incurred when conducting the Corporation's business.

17. Non-Liability of Directors.

Notwithstanding any other provisions in these Bylaws, no Director shall be subject to liability if:

(a) he or she would not have been liable, for the same action or omission, if the Corporation was a for-profit corporation, under NRS 78.138 (setting forth, among other things, Nevada's business judgment rule, constituencies provision, reasonable-reliance provision, and the threshold for liability limitation set forth in NRS 78.138(7)); and/or

(b) he or she is immune from liability under traditional common-law precedents or statutory provisions, including, for example, NRS 41.0305 et seq. (codifying the doctrine of sovereign immunity).

18. Compliance with Laws Governing Student Records.

During any period the Corporation is subject to the Charter School Law, the Corporation and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

19. Conflict Of Interest.

The Board shall follow the Code of Ethical Standards set forth at NRS Chapter 281A and the conflict of interest policy adopted by the Board, as amended from time to time. Neither the Board nor any Director shall engage in any transactions barred under the Board's conflict of interest policy in effect from time to time. The following transaction shall not be deemed a

prohibited self-dealing transaction, and is subject to the Board's general standard of care: a transaction which is part of a public or charitable program of the school, if the transaction is approved or authorized by the independent Directors in good faith and without unjustified favoritism, and results in a benefit to one or more Directors or their families because they are part of a class of persons intended to be benefited by the program.

IV.

Officers

1. Number.

The Corporation shall have the following officers: a President, a Secretary, and a Treasurer. At the discretion of the Board, the Corporation may also have one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Any two or more offices may be held by the same person.

2. Election and Term of Office.

The officers of the Corporation shall be elected annually (or as vacancies arise) by the Board. Each such officer shall hold office until his or her successor is duly elected or until his or her earlier death or resignation or removal in the manner hereinafter provided.

3. Agents.

In addition to the officers mentioned in Section 1 of this Article IV, the Board may appoint such agents as the Board may deem necessary or advisable, each of which agents shall have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may delegate to any officer or to any committee the power to appoint or remove any such agents.

4. Removal.

Any officer may be removed, with or without cause, at any time by resolution adopted by a majority of the whole Board.

5. Resignations.

Any officer may resign at any time by giving written notice of his or her resignation to the Board, the President, or the Secretary. Any such resignation shall take effect at the times specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Board, the President, or the Secretary; and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

6. Vacancies.

A vacancy in any office due to death, resignation, removal, disqualification, or any other cause may be filled for the unexpired portion of the term thereof by the Board.

7. President.

The President shall be the chief executive officer of the Corporation and shall have, subject to the control of the Board, general and active supervision and direction over the business and affairs of the Corporation and over its several officers. The President shall: (a) preside at all meetings of the Board; (b) see that all orders and resolutions of the Board are carried into effect; (c) have the authority to sign, execute, and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases in which the signing, execution, or delivery thereof is expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or when any of them are required by law otherwise to be signed, executed, or delivered; and (d) have the authority to cause the corporate seal, if any, to be affixed to any instrument that requires it. In general, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board.

8. Vice President.

A Vice President and any additional Vice Presidents shall have such powers and perform such duties as the President or the Board may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President or in case of his or her absence or inability to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

9. Secretary.

The Secretary shall: (a) record all the proceedings of the Board and the Executive Committee, if any, in one or more books kept 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 the custodian of all contracts, deeds, documents, all other indicia of title to properties owned by the Corporation, other corporate records (except accounting records), and of the corporate seal, if any, and affix such seal to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

10. Treasurer.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or

her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds, securities, notes, and valuable effects of the Corporation; (b) receive and give receipt for moneys due and payable to the Corporation from any sources whatsoever; (c) deposit all such moneys to the credit of the Corporation or otherwise as the Board or the President shall direct in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; (d) cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed as provided in Article VI of these Bylaws; (e) be responsible for the accuracy of the amounts of and cause to be preserved proper vouchers for all moneys so disbursed; (f) have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; (g) render to the President or the Board whenever they, respectively, shall request him or her so to do an account of the financial condition of the Corporation and of all his or her transactions as Treasurer; and (h) upon request, exhibit or cause to be exhibited at all reasonable times the cash books and other records to the President, any of the Directors of the Corporation, and unless otherwise prohibited by applicable law the City Manager of the City of Las Vegas or any councilperson of the City Council of the City of Las Vegas. This right to exhibit may be circumscribed in instances where the right to inspect conflicts with Nevada or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

11. Assistant Officers.

Any persons elected as assistant officers shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by any Vice President, the Secretary, or the Treasurer, as the case may be, or by the Board or the President.

12. Executive Director.

The Executive Director of the school is not an officer or member of the Board of Directors of the Corporation. He/she shall be the general manager of the school and shall supervise, direct, and control the school's day-to-day activities, affairs, and administration as fully described in any applicable employment contract, agreement, or job specification. The Executive Director shall have such other powers and duties as the Board of Directors or the Bylaws may require from time to time.

V.

Committees

1. Executive Committee; How Constituted and Powers.

The Board, by resolution adopted by a majority of the whole Board, may designate one or

more of the Directors then in office to constitute an Executive Committee, which shall have and may exercise between meetings of the Board all the delegable powers of the Board to the extent not expressly prohibited by the Nonprofit Corporation Law and Charter School Law, or by resolution of the Board. The Board may designate one or more Directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Executive Committee. Each member of the Executive Committee shall continue to be a member thereof only during the pleasure of a majority of the whole Board.

2. Executive Committee; Organization.

The President shall act as chairman at all meetings of the Executive Committee, and the Secretary shall act as secretary thereof. In case of the absence from any meeting of the President or the Secretary, the Executive Committee may appoint a chairman or secretary, as the case may be, of the meeting.

3. Executive Committee; Meetings.

Regular meetings of the Executive Committee may be held on such days and at such places as shall be fixed by resolution adopted by a majority of the Executive Committee and communicated to all its members. Special meetings of the Executive Committee shall be held whenever called by the President or a majority of the members thereof then in office. Notice of each special meeting of the Executive Committee shall be given in the manner provided in Section 7 (Special Meetings; Notice) of Article III of these Bylaws for special meetings of the Board. Subject to the provisions of this Article V, the Executive Committee by resolution adopted by a majority of the whole Executive Committee shall fix its own rules of procedure, and it shall keep a record of its proceedings and report them to the Board at the next regular meeting thereof after such proceedings have been taken. All such proceedings shall be subject to revision or alteration by the Board; provided, however, that third parties shall not be prejudiced by any such revision or alteration.

4. Executive Committee; Quorum and Manner of Acting.

A majority of the Executive Committee shall constitute a quorum for the transaction of business, and except as specified in Section 3 of this Article V, the act of a majority of those present at a meeting thereof at which a quorum is present shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such.

5. Other Committees.

The Board, by resolution adopted by a majority of the whole Board, may constitute other committees, which shall in each case consist of one or more of the Directors and at the discretion of the Board, such officers who are not Directors. The Board may designate one or more Directors or officers who are not Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Each such committee shall have

and may exercise such powers as the Board may determine and specify in the respective resolutions appointing them; provided, however, that unless all of the members of any committee shall be Directors, such committee shall not have authority to exercise any of the powers of the Board in the management of the business and affairs of the Corporation. A majority of all the members of any such committee may fix its rules of procedure, determine its action, fix the time and place of its meetings, and specify what notice thereof, if any, shall be given, unless the Board shall otherwise by resolution provide. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting; provided, however, that if a majority of the Board exists on any committee, the notice of a meeting shall comply with the Open Meeting Law.

6. Resignations.

Any member of the Executive Committee or any other committee may resign therefrom at any time by giving written notice of his or her resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. Vacancies.

Any vacancy in the Executive Committee or any other committee shall be filled by the vote of a majority of the whole Board.

8. Compensation.

Unless otherwise expressly provided by resolution adopted by the Board, no member of the Executive Committee or any other committee shall receive any compensation for his or her services as a committee member. The Board may at any time and from time to time by resolution provide that committee members who are not Directors shall be paid a reasonable fixed sum for attendance at each committee meeting or a reasonable stated salary as a committee member. In addition, the Board may at any time and from time to time by resolution provide that all committee members shall be paid their actual expenses, if any, of attendance at each committee meeting. Nothing in this Section shall be construed as precluding any committee member who is not a Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor, but the Board may by resolution provide that any committee member receiving compensation for his or her services to the Corporation in any other capacity shall not receive additional compensation for his or her services as a committee member.

9. Dissolution of Committees; Removal of Committee Members.

The Board, by resolution adopted by a majority of the whole Board, may, with or without cause, dissolve the Executive Committee or any other committee, and, with or without cause, remove any member thereof.

10. Restrictions.

No committee may: (a) Fill vacancies on any committee of the Board; (b) Amend, repeal, or adopt the Charter Contract or any Bylaws; (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal; or (d) Create any other committees of the Board or appoint the members of committees of the Board. Any decision by a committee may be amended, repealed, superseded, and/or overruled by a decision of the Board of Directors.

VI.

Business of the Corporation

1. Execution of Contracts.

Except as otherwise required by law or by these Bylaws, any contract or other instrument may be executed and delivered in the name of the Corporation and on its behalf by the President or any Vice President. In addition, the Board may authorize any other officer or officers or agent or agents to execute and deliver any contract or other instrument in the name of the Corporation and on its behalf, and such authority may be general or confined to specific instances as the Board may by resolution determine.

2. Attestation.

Any Vice President, the Secretary, or any Assistant Secretary may attest the execution of any instrument or document by the President or any other duly authorized officer or agent of the Corporation and may affix the corporate seal, if any, in witness thereof, but neither such attestation nor the affixing of a corporate seal shall be requisite to the validity of any such document or instrument.

3. Checks, Drafts.

All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed (except endorsements for collection for the account of the Corporation or for deposit to its credit, which shall be governed by the provisions of Section 4 of this Article VI) by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board or the President shall direct in general or special accounts at such banks, trust companies, savings and loan associations, or other depositories as the Board may select or as may be selected by any officer or officers or agent or

agents of the Corporation to whom power in that respect has been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation may be endorsed, assigned, and delivered by any officer or agent of the Corporation. The Board may make such special rules and regulations with respect to such accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

5. Audit.

The accounts of the Corporation shall be audited at least once a year by a competent accounting firm, which does not have as a member, shareholder, partner or employee, any member of the Board. A financial statement based upon such audit shall be made available to any Director upon request, and a copy of said audit shall be supplied to any regulatory agency and the City Manager of the City of Las Vegas upon request. The financial statement shall contain without limitation the following information, in appropriate detail: (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (b) The principal changes in assets and liabilities, including trust funds; (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes; (d) The Corporation's expenses or disbursement for both general and restricted purposes; and (e) Any information required under these Bylaws.

6. Fiscal Year.

The fiscal year of the Corporation shall commence on July 1st and end on June 30th of each following calendar year.

VII.

Seal

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation. Nevertheless, if in any instance a corporate seal is used, the same shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of incorporation or words and figures of similar import.

VIII.

Indemnification of Directors and Officers

Provided none of the following will violate any applicable provision of the Code or cause the Corporation to lose its tax-exempt status under the Code:

1. General.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil,

criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer or committee member of the Corporation against expenses (including, without limitation, reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The Corporation shall not, however, indemnify said person for: (i) an action brought by the Corporation against him/her; or (ii) if it is proven that his/her action or omission (A) constituted a breach of a fiduciary duty owed (if any) as a Director or officer or committee member, and (B) the breach of such duty involved intentional misconduct, fraud or a knowing violation of law.

2. Procedure.

Any indemnification under Section 1 of this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, or committee member is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such Section 1. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. The Corporation's election to indemnify shall not constitute a waiver of its right to subsequently challenge whether indemnification was required. The Corporation shall not settle any action, suit, or proceeding that would impose any penalty or limitation on indemnitee without indemnitee's prior written consent. Neither the Corporation nor indemnitee will unreasonably withhold its or his or her consent to any proposed settlement.

3. Advances for Expenses.

Expenses incurred by a Director, officer, or committee member of the Corporation in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, or committee member to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

4. Rights Not Exclusive.

The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall not be deemed exclusive of any other rights to which those seeking

indemnification may be entitled under any law, bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

5. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

6. Definition of Corporation.

For the purposes of this Article VIII, references to the "Corporation" include, in addition to the resulting corporation, all constituent corporations (including any constituent of a constituent) absorbed in consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and committee member so that any person who is or was a director, officer, or committee member of such constituent corporation shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

7. Subrogation.

In the event of any payment hereunder by the Corporation, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of indemnitee, who shall execute all documents required and shall do all acts that may be necessary to secure such rights and to enable the Corporation to effectively bring an action to enforce such rights.

8. Continuation of Rights.

The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall continue as to a person who has ceased to be a Director, officer, or committee member of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person. No amendment to or repeal of this Article VIII shall apply to or have any effect on the rights of any Director, officer, or committee member under this Article VIII that came into existence by virtue of acts or omissions of such Director, officer, or committee member occurring prior to such amendment or repeal.

IX.

Amendments

Save and except as otherwise stated in these Bylaws, the Board of Directors may adopt,

amend or repeal any of these Bylaws by a majority vote of the Directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Articles, Charter Contract, or these Bylaws unless the Corporation obtains the written consent of its chartering government authorizer/sponsor, if so required.

X.

Construction and Definitions

Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in Nevada Revised Statutes (“NRS”) Chapter 82 (the “Nonprofit Corporation Law”) and NRS Chapter 388A (the “Charter School Law”) shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person. At all times while the Corporation is subject to the provisions of the Charter School Law, it shall comply with the terms and provisions of Nevada’s Public Records Act, NRS Chapter 239.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of CLV STRONG START ACADEMY ELEMENTARY SCHOOLS, INC., a Nevada nonprofit corporation, and certify that the above Bylaws, consisting of 19 pages are the Bylaws of this Corporation.

Executed on _____, 20__.

Dr. Alain Bengochea
Secretary

Approved as to Form:

Date