

AMENDED AND RESTATED BYLAWS
OF
VALOR COLLEGIATE ACADEMIES

EFFECTIVE AS OF DECEMBER 16, 2013

ARTICLE I

NAME

The name of the nonprofit corporation is Valor Collegiate Academies (the “**Corporation**”). It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the “**Code**”), as an organization described in Section 501(c)(3) of the Code.

ARTICLE II

OFFICES

Section 2.1 Corporate Office. The principal office of the Corporation shall be located at 1600 Division Street, Suite 700, Nashville, Davidson County. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (the “**Act**”) may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

PURPOSE AND USE OF FUNDS

Section 3.1 Purpose. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code (hereinafter referred to as “**Charitable Purposes**”), including operating a public charter school management organization specializing in grade 5 – 12 junior and high schools.

The Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not

permitted to be carried on by a corporation organized as a nonprofit corporation under the laws of the State of Tennessee, which is exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.

Section 3.2 Use of Funds. In making distributions to effectuate the religious, charitable, scientific, literary and educational purposes of the Corporation, as delineated in Section 3.1 above, the Board of Directors shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are consistent with all applicable federal tax laws and regulations, as herein provided. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its directors or officers or any other private person, except as provided in Section 5.8, Section 6.7 and Article X as reimbursement for expenses or reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the Charitable Purposes of the Corporation, as set forth in the Charter and Section 3.1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3.3 Administration of Funds. In the event the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, the Corporation: (a) shall distribute its income for each tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code; (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code; (d) shall not make any investments in a manner that would incur tax liability under 4944 of the Code; and (e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

Section 3.4 Termination of Corporation. The Board of Directors shall have the authority to terminate the Corporation at any time that, by a unanimous vote, it deems such termination appropriate or advisable. In such event, after paying, or making provision for the payment of, all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for Charitable Purposes. Any assets not so distributed shall be distributed to one or more Qualified Beneficiaries, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made for such Charitable Purposes, or to such Qualified Beneficiaries, as such court shall determine.

ARTICLE IV

MEMBERS

Section 4.1 Members. The Corporation shall not have members.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the Corporation shall be supervised by its Board of Directors (sometimes referred to herein as the Board), which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws. The Board of Directors, as the governing body of the Corporation, shall have the authority to receive, administer, invest and distribute property on behalf of the Corporation in accordance with the provisions set forth in these Bylaws.

Section 5.2 Number, Tenure, Qualifications and Election. The number of the members of the Board of Directors shall be not less than five (5) nor more than thirty (30). Directors shall be elected (or re-elected) by the Directors then in office. Directors shall serve for two (2) year terms with the initial term commencing on the first July 1st after election; provided that directors may serve on the Board as a director, with all duties and powers arising therefrom, prior to commencement of initial term. Directors may not serve more than three (3) consecutive terms.

Section 5.3 Annual Meeting. The annual meeting of the Board of Directors shall be held as close as practicable to the end of the Corporation's fiscal year. The purpose of the annual meeting shall be to set organizational and strategic direction for the upcoming fiscal year.

Section 5.4 Special Meetings. Special meetings of the Board of Directors may be called by the Chair, or at the request of any director. The Chair shall fix the time and place of any special meeting.

Section 5.5 Notices. Notice of any special meeting shall be given at least two (2) business days prior thereto. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting and no other business shall be transacted at that meeting.

Section 5.6 Quorum. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.7 Participation in Meeting. Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. The affirmative vote of

a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws. Members of the Board of Directors absent from any meeting shall be permitted to vote at such meeting by written proxies. The members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of the meetings of the Board of Directors.

Section 5.8 Compensation and Reimbursement of Expenses. No director shall be entitled to receive compensation for services rendered to the Corporation in the person's capacity as a director. Each director may be paid his or her reasonable expenses incurred by the director directly related to the affairs of the Corporation upon prior approval by the Board of Directors and proper substantiation of such expenses.

Section 5.9 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.10 Removal. Any or all of the directors may be removed for cause or without cause by vote of two-thirds (2/3) of the total number of the voting directors in office. Removal of a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board of Directors.

Section 5.11 Resignation. A director may resign his or her membership at any time by tendering his or her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Section 5.12 Tennessee Open Meetings Act. Any meeting described herein, whether regularly scheduled, annual, or special, shall comply in all respects with the Tennessee Open Meetings Act.

ARTICLE VI

OFFICERS

Section 6.1 Number. There shall be a Chair, Treasurer, and Secretary of the Corporation, each of whom shall be elected in accordance with the provisions of this Article. The Board of Directors may also elect such additional officers as the Board of Directors may

from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for the offices of Chair and Secretary.

Section 6.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting and shall serve for the fiscal year immediately following such annual meeting, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. A retiring officer may succeed himself or herself in his or her office.

Section 6.3 Removal. Any member of the Board of Directors removed from office pursuant to Section 5.10 shall be automatically removed as an officer. The Board of Directors may by a two-thirds (2/3) vote remove any officer when, in its judgment, the best interests of the Corporation will be served thereby.

Section 6.4 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

Section 6.5 Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Section 6.6 Salaries and Expenses. The officers of the Corporation shall not be entitled to receive compensation for services rendered to the Corporation in the person's capacity as an officer. Reasonable expenses incurred by all of the officers of the Board of Directors in the course of coordinating the affairs of the Corporation shall be reimbursed by the Corporation upon proper substantiation.

Section 6.7 Chief Executive Officer. In addition to the officers described herein, the Corporation shall at all times have a Chief Executive Officer, who shall be an employee of the Corporation, shall serve at the pleasure of the Board, shall report directly to the Board, and shall not be subject to the limitations set forth in Section 6.6 hereof. The Chief Executive Officer shall be responsible for the day-to-day operations of the Corporation. The Chief Executive Officer shall perform such other duties as may from time to time be prescribed by the Board. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board of Directors. At each meeting of the Board of Directors, the Chief Executive Officer shall report to the Board on the operations of the Corporation for which he or she has direct responsibility.

ARTICLE VII

COMMITTEES

Section 7.1 Standing Committees. The Board of Directors may maintain, or create, such standing committees or ad hoc committees as it may determine from time to time to be necessary or desirable for its proper functioning. Such committees shall consist of at least one

(1) Director, as appointed by the Chair, shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board of Directors, which shall ratify the actions of each committee. Such committees shall have such authority as the Board of Directors may stipulate.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

Section 8.1 Contracts and Employment of Agents. The Board of Directors may authorize any director, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation. The Board of Directors shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositaries as the Board of Directors may from time to time select.

Section 8.5 Investment Authority. The Board of Directors shall be authorized to retain assets distributed to the Corporation, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board of Directors shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation.

ARTICLE IX

STANDARDS OF CONDUCT

Section 9.1 Standards of Conduct. A director or an officer of the Corporation shall discharge his or her duties as a director or as an officer, including duties as a member of a

committee: (a) in good faith; (b) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interest of the Corporation.

Section 9.2 Reliance on Third Parties. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or (c) with respect to a director, a committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

Section 9.3 Bad Faith. A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.2 unwarranted.

Section 9.4 No Liability. A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 9.4, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 9.5 No Fiduciary. No director or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 9.6 Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its directors or officers. Any director who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE X

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 10.1 Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person's heirs, executors, administrators and legal

representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the “**Proceeding**”), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions: (a) the Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and (b) the director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

Section 10.2 Permissive Indemnification of Employees and Agents. The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person’s heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 10.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in subsection 10.1(b) above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board of Directors.

Section 10.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 10.1 and 10.2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 10.4 Non-Limiting Application. The provisions of this Article shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee, or agent of the Corporation in connection with such person’s appearing as a witness in

a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 10.5 Prohibited Indemnification. Notwithstanding any other provision of this Article, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives: (a) if a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or (b) in connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or (c) in connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 10.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE XI

NOTICES AND WAIVER OF NOTICE

Section 11.1 Notices. The notices provided for in these Bylaws shall be communicated in person, by telephone, by email transmission, or by mail or private carrier. Written notice is effective at the earliest of (a) receipt, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, (d) twenty (20) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed, or (e) in the case of e-mail transmission, when successfully sent to the email address shown on the records of the Corporation. Whenever any notice is required to be given to any director, officer, or committee member of the Corporation under the provisions of the Charter, these Bylaws, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall end on June 30th, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE XIII

AMENDMENTS

These Bylaws and the Charter may be altered, amended, or repealed, and a new Charter or Bylaws adopted, upon the affirmative vote of two thirds (2/3) members of the Board of Directors at any annual or special meeting, except to the extent that such alteration, amendment, or repeal is inconsistent with Article XIV hereof.

ARTICLE XIV

EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. The Corporation intends to apply for recognition of its exempt status by filing Internal Revenue Service Form 1023 within the time prescribed under Section 508 of the Code and Treasury Regulation Section 1.508-1(a)(2). Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

Attest:



Robert C. Hannon, Secretary

December 16, 2013