

## BYLAWS OF TEMPO, INC.

### I. CORPORATE ARTICLES

1. Reference. Any reference herein made to “articles” refers to the original Articles of Incorporation of the Corporation as they may be amended from time to time pursuant to law and these Bylaws.
2. Articles to Govern. Any conflict or inconsistency between these Bylaws and the Articles shall be resolved in favor of the Articles, and these Bylaws shall be deemed automatically amended to eliminate any such conflict or inconsistency.

### II. CORPORATE OFFICES

1. Place of Business. The initial place of business of the corporation shall be at 410 S. El Dorado, Mesa, Arizona. The corporation may have such other offices either within or outside the State of Arizona as the Board of Directors may designate and as the business of the corporation may require.

### III. MEMBERS' MEETINGS

1. Annual Meeting. An annual meeting of the Members is to be held on the third Wednesday of September of each year, beginning in the year first following incorporation. If the designated day is a legal holiday, the annual meeting shall be held on the next succeeding business day. The time and place of the meeting shall be determined by the Board of Directors or in the absence of action by the Board, as set forth in the notice given or waiver signed with respect to such meeting pursuant to paragraph 3 below. If any annual meeting is for any reason not held on the designated day, a deferred annual meeting may thereafter be called and held, and the same proceedings, including the election of Directors, may be conducted at such meeting. Any Director elected at any meeting will continue in office until the election of his successor, subject to his earlier resignation pursuant to Article VII below.

2. Special Meetings. Special meetings of the Members may be held whenever and wherever called by the Chairman of the Board, or by the written demand of the majority of the Members.
3. Notices, Attendance and Waiver. The Secretary of the corporation shall deliver a written notice of any meeting of the Members and include therein the time, place and general purposes of the meeting, if requested to do so by the persons calling the meeting. Such notice shall be delivered by placing such notice in the U.S. mail at least five (5) but not more than fifty (50) days inclusive of the date of the meeting, first class postage prepaid to each Member of record at his last address as it then appears on the records of the corporation. Any Member may waive call or notice of any annual, deferred annual, or special meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a Member at any meeting in person or by proxy shall automatically evidence his waiver of call and notice of such meeting (and any adjournment thereof) unless he or his proxy is attending the meeting for the express purpose of objecting to the transaction of business at that meeting because the meeting was not properly called or noticed. No call or notice of a meeting of the Members will be necessary if all Members waive the same in writing or by attendance.
4. Members of Record. Only Members of Record shall be entitled to vote on business actions of the corporation. A determination by the Board of Members of Record entitled to notice of or to vote at a meeting of Members shall be final.
5. Voting Record. The Secretary of the corporation shall keep a complete record of the Members entitled to vote at any meeting of the Members and their addresses. Such record shall be available on request to any Member upon reasonable notice before any meeting of the Members and shall be subject to the inspection of any Member during regular business hours of the Secretary of the corporation.
6. Proxies. Any Member entitled to vote at any meeting of the Members may vote by proxy which is specified in such proxy. Any proxy must be in writing signed by the Member. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. The burden of proving the validity of any proxy, its effective date, durable nature or other matters shall rest on the person seeking to contest the same. A telegram or cablegram appearing to have been transmitted by a Member may be accepted as sufficiently written and executed proxy.

7. Voting. Unless otherwise required by the corporation's articles or by applicable law, any question submitted to the Members will be resolved by a majority of the votes cast thereon provided that such votes constitute a majority of the quorum of that particular meeting, whether or not such quorum is then present. The voting will be by ballot on any question as to which a ballot vote is demanded, prior to the time the voting begins, by any person entitled to vote on such question; otherwise, a voice vote will suffice. No ballot or change of vote will be accepted after the polls have been declared closed following the ending of the announced time for voting.
8. Voting by Certain Members. Memberships held by a corporation may be voted by such corporation's officer, agent or proxy as its bylaws may prescribe, or in the absence of such bylaw provision, by any other person designated by resolution of its Board of Directors. The officer, agent or other person so designated may vote such corporation's membership in this corporation in person or by proxy appointed by him.

Memberships held by an administrator, executor, guardian or conservator may be voted by such representative, either in person or by proxy, without a transfer of such membership into his name.

Memberships standing in the name of a trustee, other than a trustee in bankruptcy, may be voted by such representative, either in person or by proxy, but no such trustee shall be entitled to vote the membership held by him without a transfer of such membership into his name.

Memberships standing in the name of a receiver, trustee in bankruptcy, or assignee for the benefit of creditors may be voted by such representative, either in person or by proxy.

Memberships held by or under the control of such a receiver or trustee may be voted by such receiver or trustee, either in person or by proxy, without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver or trustee was appointed.

If a membership stands in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or tenants by community property or otherwise, or if two or more persons

have the same fiduciary relationship respecting the same membership, unless the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

(1) If only one votes, his act binds; (2) If more than one votes, the act of the majority so voting binds all; and (3) If more than one votes, but the vote is evenly split on any particular matter, each faction may vote the membership in question proportionally.

9. Quorum. At any meeting of the Members, the presence in person or by proxy of the holders of a majority of all Members of the corporation will constitute a quorum of the Members for all purposes. In the absence of a quorum, any meeting may be adjourned, from time to time without notice but for a period not exceeding thirty (30) days in the aggregate, by its chairman until a quorum is formed, without further notice by announcement at the meeting or with notice pursuant to Section 3. At any such adjourned meeting at which a quorum is present any business may be transacted as at the meeting originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal or temporary absence of enough Members to leave less than a quorum.
10. Conduct of the Meeting. Each meeting of Members shall be called to order and thereafter chaired by the Chairman of the Board of Directors or if there is none, then by the President of the corporation, or if both are unavailable, then by such other officer of the corporation or Member as may be appointed by the election of the Members. The corporation's Secretary will act as secretary of each meeting; in his absence the Chairman may appoint any person to act as Secretary. After the meeting is called to order, the Chairman may require the registration of all Members intending to vote thereat, and the filing of all proxies. The Chairman shall have the absolute authority to determine the order of business at the meeting and to establish reasonable rules for conducting and expediting the business of the meeting.
11. Member Approval or Ratification. The Board of Directors may submit any contract or act for approval or ratification of the Members, either at a regularly called meeting of the Members or by unanimous consent to corporate action without a meeting. If any contract or act so submitted is approved or ratified by a majority of the votes cast at such meeting or by such unanimous written consent, the same will be binding upon the corporation as the act of the Members.

12. Informality. All informalities or irregularities in any call or notice of a meeting of the Members or in the areas of credentials, proxies, quorums, voting or similar matters will be deemed waived if no objection thereto is made at the meeting.
13. Action by Members without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the corporation may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the Members taken at a regularly called meeting.

#### IV. BOARD OF DIRECTORS

1. Membership. The Board of Directors shall be comprised of not less than one (1) nor more than ten (10) members who need not be Members of the corporation nor residents of the State of Arizona. Election of the members of the Board of Directors will take place at each annual meeting of the Members, but such election may be held at any other meeting of the Members. The Board will have the power to increase or decrease its size within the set limits and to fill any vacancies which may occur in its membership by appointment by majority vote, pending the next annual meeting of the Members.

The initial number of Directors shall be four (4). At least one member of the Board shall be the Chief Executive Officer of the Tempe Montessori School, Ltd., of Mesa Arizona, as long as such enterprise shall exist.

2. Annual and Regular Meetings. A regular annual meeting of the Board of Directors is to be held immediately after and at the same place as each annual meeting of the Members. Regular meetings other than the annual meeting may be held at such intervals and at such places and times as the Board may provide.
3. Special Meetings. Special meetings of the Board may be held whenever and wherever called by the Chairman of the Board, President of the corporation or by a quorum of the then acting Directors.

4. Notices. No notice need be given of regular meetings of the Board of Directors. Written notice of the time and place of any special meeting will be given to each Director in person or by placing such notice, postage prepaid in the U.S. mail addressed to him at his latest address appearing on the corporation's records. Notice of any meeting shall be given at least forty-eight (48) hours prior to the convening of the meeting. Any Director may waive call or notice of any meeting at any time before, during or after it is held. Attendance of the directory, other than for the express purpose of objecting to the business to be held at a meeting which he claims was irregularly called or held, shall be deemed waiver of notice or call as to such Director.

No call or notice of a meeting shall be necessary if a quorum waives the same in writing or by attendance at a meeting. Any meeting, once properly called and noticed, or when such call and notice is waived, may be adjourned to another time and place by a majority of those in attendance.

5. Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the board of directors will consist of a majority of those then in office.
6. Voting. Any question submitted to any meeting or adjourned meeting of the Board of Directors will be resolved by a majority of the votes cast thereon; in the case of a tie vote, the Chairman of the meeting will have a second or deciding vote.
7. Executive and other Committees. The Board may establish and authorize the actions of Executive committees or such other committee as it may deem necessary. A majority of those appointed to such a committee shall constitute a quorum.
8. Compensation. The compensation of directors shall be set by the full Board of Directors from time to time. No such payment will preclude any director from receiving other compensation for serving in other capacities for the corporation.
9. Action without Meeting. Any action required to be taken by the Board or any committee may be taken without a meeting if all directors or committee members consent thereto in writing. Any members of the Board or of a committee may participate in any meeting by means of conference telephone or similar means whereby all such members can hear one another.

V. OFFICERS - GENERAL

1. Elections and Appointments. The Board will elect and appoint the officers of the corporation, including, if desired, a chairman of the Board. Such elections of officers may be held at any other meeting of the Board. A person elected to any office will continue to hold that office until the election or appointment of his successor. Any two or more offices may be held by the same person except for the office of President and Secretary of the corporation.
2. Bonds and other Requirements. The Board may require any officer to give bond to the corporation with sufficient surety and conditioned for the faithful performance of his office, and may require any officer to comply with any other conditions as may be required of him by the Board from time to time.
3. Removal or Delegations. The Board may remove any officer with or without cause or temporarily delegate his powers and duties to any other officer or director. Such removal shall be without prejudice to the contract rights, if any, of the person so removed or whose powers and duties have been delegated. Election or appointment of any officer or agent shall not of itself create any contract rights.
4. Salaries. Salaries of officers shall be fixed from time to time by the Board or (except as to his own) left to the discretion of the president. No officer shall be prevented from receiving a salary by reason of his being a director of the corporation.
5. Indemnification. The corporation shall indemnify any and all of its existing and former directors, officer, employees and agents from and against all expenses incurred by them and each of them, including, but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied against any of them in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any person named above shall report to the President of the corporation or the Chairman of the Board that he or she has incurred or may incur expenses, legal fees, judgments, penalties, or amounts required in compromise of claims against them for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employ, the Board of Directors shall determine promptly and in good faith whether, in regard to the matter involved, such person was acting or failed to act or refused to act willfully or with gross negligence or with fraudulent or criminal intent against the interests of the corporation. If the Board of Directors determines that the person involved did not act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent against the interests of the corporation in regard to the matter involved in the action, indemnification shall be mandatory and shall automatically be extended to the person involved. However, no such indemnity shall be available with respect to liabilities under the Securities Acts of the United States. Further, no indemnity shall be available in any case in which the person to whom indemnification would have been available unreasonably refuses to permit the corporation or its counsel, at the expense of the corporation to defend him or her in the action or proposed action.

## VI. SPECIFIC OFFICERS

1. Chairman of the Board. The Board may elect a chairman to serve as the chief executive officer of the corporation, if so designated. If elected, a chairman shall preside at all meetings of the Board and be vested with such other powers and duties as the Board may, from time to time, delegate to him.
2. President and Vice-Presidents. The President will supervise the business and affairs of the corporation and the performance by all of its other officers of their duties, subject to the control and direction of the Board. One or more Vice-Presidents may be elected by the Board, each of whom will be vested with the powers and duties of the president in the event of his disability in the order determined by the Board. Each Vice-President shall perform such other duties as may be delegated or assigned to him by the chief executive officer of the corporation or the Board. Except as otherwise provided by the Board, the President and any Vice-President may sign on behalf of the corporation any deed, bill of sale, assignment, option, mortgage, pledge, note, bond evidence of indebtedness, application, consent to service of process or otherwise, agreement, indenture or other instrument on behalf of the corporation.



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The President or any Vice-President may represent the corporation at any meeting of the Members of any other corporation in which this corporation may hold an interest, in person or by proxy, subject to the right of the Board to confer this authority upon any other person or persons.

3. Secretary. The Secretary will keep the minutes of the meetings of the Members, Board of Directors and any committee, and all unanimous written consents of the Members, Board of Directors and any committee of the corporation, see that all notices are duly given in accordance with the provisions of these bylaws or as required by applicable law, be custodian of the corporate seal and corporate records, and in general, perform all duties incident to his office. Except as may otherwise be specifically provided in a resolution of the board of directors, the secretary and each assistant secretary will be a proper officer to take charge of the corporation's stock transfer books, and to compile the voting record instrument signed by the president or any vice president, and to attest to the same.
4. Treasurer. The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and will cause all money and other valuable effects to be deposited in the name and to the credit of the corporation in such depositories and subject to withdrawal in such manner as may be designated by the Board. He will render to the president and to the directors (at the regular meetings of the board or whenever they may require), an account of all his transactions as Treasurer and of the financial condition of the corporation.

## VII. RESIGNATIONS AND VACANCIES

1. Resignations. Any Director, committee member or officer may resign from his office at any time by written notice delivered or addressed to the corporation at its known place of business. Any such resignation will be effective upon its receipt by the corporation unless some later time is therein designated.
2. Vacancies. If the office of any Director, committee member or officer becomes vacant by reason of his death, resignation, disqualification, removal, or otherwise, the Board may choose a successor to hold office for the unexpired term.



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#### VIII. SEAL

1. Form. The Board may provide for a seal of the corporation which will have inscribed thereon the name of the corporation, the state and year of its incorporation.

#### IX. MEMBERSHIP AND CERTIFICATES

1. Membership. Members shall be any adult person who is the parent or legal guardian of a child or any adult who is an immediate family member of a child who attends the Tempe Montessori School, Ltd, and who requests membership. Members shall also include any adult who is a staff member or employee of Tempe Montessori School, Ltd., and the immediate family members of staff or employees who request membership. Members may also include an organization or entity which request membership and whose request is approved by the Board.

Members shall include the president or chief executive officer of the Tempe Montessori School, Ltd., of Mesa, Arizona.

There shall be one class of membership in the corporation which shall consist of a single voting membership for each individual member and a single voting membership for each organization or entity which is approved for membership by the Board.

The Board shall consider the application of and may admit as a member any organization or entity which has an interest in promoting the purposes, activities and functions of the corporation. Admission, suspension and expulsion of members shall be in the sole discretion of the Board.

No member shall have the right or power to transfer or dispose of its membership unless approved by the Board.

2. Form. Each certificate representing membership in the corporation shall be in such form and style as may be approved by the Board from time to time.
3. Dues. There shall be no requirement of annual dues payable by any member.



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## X. AMENDMENTS

1. The bylaws may be altered, amended, supplemented, repealed or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, at any duly constituted meeting of the Members or the Board of Directors or, alternatively, by written consent of at least two-thirds (2/3) of the Members eligible to vote on corporate action without a meeting of the Members. If, however, any such action arises as a matter or necessity at any such meeting and is otherwise proper, no notice thereof will be required.

THESE BYLAWS originally adopted by Action of the Board of Directors of the Corporation on December 12, 1995.

Originally signed and submitted by Secretary Ingrid K. McBride

Retyped for electronic distribution by Secretary Diana M. Kaminski, September 5, 2008.