



Second Amended Bylaws of Tucson International School, Inc. An Arizona Nonprofit Corporation

ARTICLE I. Officers and Corporate Seal

Section 1. Name of Corporation. The name of this non-profit corporation shall be Tucson International School, Inc. (hereinafter referred to as “TIS” or “ Corporation”).

Section 2. Principal Office. The principal office of the Corporation shall be located in Pima County, State of Arizona, but other offices may be established and maintained within or outside of the State of Arizona at such places as the Board of Trustees may designate.

Section 3. Registered Office and Registered Agent. TIS shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. TIS shall have and continuously maintain within the State of Arizona a statutory agent as required by law and the statutory agent may be changed from time to time by the Board of Trustees.

Section 4. Corporate Seal. A corporate seal shall not be required for the validity of any instrument executed by or on behalf of TIS. If a corporate seal is used, it shall be a circle bearing the name of the Corporation and the words ‘Corporate Seal,’ the year incorporated, and the state of incorporation.

ARTICLE II. Purpose and Powers

Section 1. General Purpose. TIS is organized and shall be operated exclusively for educational, scientific, literary, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and TIS shall receive and administer, expend and distribute funds exclusively for such purposes.

Section 2. Powers. TIS shall have all the powers permitted by law and may do and perform all things, in addition to those expressly enumerated herein or the Articles of Incorporation, which are necessary or appropriate to the purposes and activities of TIS except as otherwise set forth in these Bylaws or the Corporation’s Articles of Incorporation.

Section 3. Public Foundation Status. TIS is expected to operate at all times as an organization that is not a private foundation. If at any time TIS is a private foundation as described in the U.S. Code Title 26, Subtitle A, Chapter 1, Subchapter E, Part II. TITLE 26 § 509(a), then during such time TIS shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by U.S. Code Title 26, Subtitle D, Chapter 42, Subchapter A, § 4942 and further, TIS shall not engage in any act of self-dealing as defined in U.S. Code Title 26 4941(d), nor retain any excess business holdings as defined in Code 4943(c), nor make any investments in such manner as to incur tax liability under Code 4944, nor may TIS make any taxable expenditures as defined in Code 4945(d) or as such laws are amended from time to time.

ARTICLE III. Board of Trustees

Section 1. General Powers. The affairs of TIS shall be managed by its Board of Trustees (the “**Board**”, and each individual member of the Board shall be referred to as a “**Trustee**”). Each Trustee owes duties of loyalty and care to TIS and shall carry out their duties in accordance with applicable law.

Section 2. Fiduciary Duty. The fiduciary duty of each Trustee is an obligation and duty to act in the best interests of TIS.

The fiduciary duties of a Trustee include loyalty and reasonable care with the assets, reputation, and good will of TIS and, as part of the fiduciary duty, Trustees shall keep all matters and information obtained when acting on behalf of TIS as a Trustee, strictly confidential (as is outlined in detail in the confidentiality agreement executed by each Trustee), which may be amended from time to time.

Trustees shall discharge their duties in good faith, with the care an ordinarily prudent person would exercise in a like position, and in a manner they reasonably believe to be in the best interests of TIS. Trustees shall discharge their duties in good faith, with the care an ordinarily prudent person would exercise in a like position, and in a manner they reasonably believe to be in the best interests of TIS.

All Trustees shall be held to a high standard of honesty and full disclosure in regard to TIS and, except to the limited extent described in Article III, Section 6 of these Bylaws, shall not obtain any personal benefit at the expense of TIS.

By agreeing to become a member of the Board of TIS a Trustee is being entrusted with and is accepting such obligations and duties.

Section 3. Composition and Categories of Board Membership. The Board of Trustees shall consist of Voting Trustees (as defined below) and Ex Officio Trustees (as defined below). Officers (as defined below) shall be selected from among the Voting Trustees. One Voting Trustee position may be designated as the Neighborhood Trustee (as described below).

- a. **Voting Trustees.** There shall be a minimum of three (3) and not more than thirteen (13) Voting Trustees (“**Voting Trustees**”) serving on the Board at any given time. Voting Trustees possess full speaking and voting rights and collectively constitute the governing body of the Corporation. Officers of the Board shall be selected from among the Voting Trustees.
 - i. **Neighborhood Trustee.** One member of the local community may serve as the Neighborhood Trustee. The Jefferson Park Neighborhood Association, in which a TIS school is located, may nominate one individual to serve in this role. The nominated individual shall be submitted to the Board of Trustees for approval and, if approved by a majority vote of the Voting Trustees, shall serve as the Neighborhood Trustee for a one (1) year term. The Neighborhood Trustee shall be

considered a Voting Trustee and shall possess full speaking and voting rights during their term of service. The Jefferson Park Neighborhood Association may nominate the same individual for successive terms, subject to approval by the Board. If TIS no longer operates a school within the Jefferson Park neighborhood, the Neighborhood Trustee position shall automatically dissolve.

- b. **Term.** Each Trustee shall serve for the term provided in Section 5(c) of this Article.
- c. **Qualifications.** No person under the age of eighteen years shall be eligible for selection as a Trustee. Trustees need not be residents of the State of Arizona. No disqualified person, as defined in Internal Revenue Code Section 4946, may be selected to serve on the Board. Trustees shall be identified, recruited, and selected in accordance with the policies and procedures of the Board then in effect.
- d. **Ex Officio Trustees.** Members of the school community may serve as Ex Officio Trustees. Such persons shall include the Head of School. Ex Officio Trustees may participate in discussion and provide recommendations, but will not have any voting rights and will not be counted toward the minimum or maximum number of Voting Trustees. Other members of the school community, including but not limited to school administrators, may serve as Ex Officio Trustees upon approval by a majority vote of the Voting Trustees. Ex Officio status is granted only through the end of the fiscal year and must be reappointed annually.

Section 4. Voting Rights. Each Voting Trustee shall be entitled to one vote, and voting rights may not be exercised by proxies. When a Trustee participates in a meeting via electronic means approved by Board policy such Trustee shall be counted as present at such meeting and able to fully exercise their voting rights.

Section 5. Selection and Term of Office.

- a. **Method of Selection.** Trustees of TIS shall be identified, recruited, and presented for approval in accordance with the policies and procedures of the Board then in effect. Trustees shall be approved by a simple majority vote of the Voting Trustees present.
- b. **Staggered Terms.** To promote continuity of governance, the Board may establish staggered terms for Trustees during the initial selection cycles following adoption of these Bylaws so that the terms of Trustees do not expire in the same year.
- c. **Term of Office.** Voting Trustees shall serve terms of four (4) years. Ex Officio Trustees and the Neighborhood Trustee shall serve one (1) year terms and may be renewed annually. Voting Trustees may serve no more than two (2) consecutive four-year terms (a maximum of eight (8) consecutive years of service). After completing two consecutive terms, a Trustee must step off the Board for at least one (1) year before being eligible to return to the Board. Following the required one (1) year absence, an individual may be considered again for service as a Trustee and may serve up to two additional consecutive terms under the same term limits described above.

- d. **Consecutive Terms.** Individuals currently serving as Trustees who wish to continue in Board service shall be considered through the same selection process as any other candidate for Trustee service and shall not be guaranteed continuation in their role. Such individuals shall be included in the pool of candidates and evaluated in accordance with the policies and procedures of the Board then in effect.
- e. **Annual Review.** Trustees shall be subject to an annual review consistent with the policies and procedures of the Board then in effect.

Section 6. Compensation. Trustees shall not receive any stated salaries for their services as a Trustee; however, by resolution of the Board, a fixed sum and reimbursement of expenses of attendance, if any, may be allowed for each Regular or Special Meeting of the Board. Trustees shall not receive any stated salaries for their services as a Trustee; however, by resolution of the Board, a fixed sum and reimbursement of expenses of attendance, if any, may be allowed for each Regular or Special Meeting of the Board. Trustees shall not receive any stated salaries for their services as a Trustee; however, by resolution of the Board, a fixed sum and reimbursement of expenses of attendance, if any, may be allowed for each Regular or Special Meeting of the Board. All compensation arrangements must be reasonable and consistent with applicable nonprofit laws and the Corporation's Conflict of Interest Policy.

Section 7. Committees. The Board, by resolution adopted by a majority of the Trustees present, may form committees of the Board, as the Trustees deem appropriate. The chair of each committee shall be appointed by the Chair of the Board, subject to the consent of a majority of the Voting Trustees present. The Chair shall serve as an Ex Officio member of all committees.

Section 8. Removal of Trustees. Any Trustee may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the Voting Trustees then in office, excluding the Trustee subject to removal, at any Regular or Special Meeting of the Board called for that purpose.

Section 9. Resignation of Trustees. A Trustee may resign at any time by delivering written notice (which may be provided electronically or otherwise) to the Chair or Secretary. The resignation shall be effective upon receipt unless a later effective date or event is specified in the notice. If a later effective date is specified, the Board may elect a successor to fill the vacancy in advance, provided that the successor does not assume office until the resignation becomes effective.

Section 10. Vacancies of Trustees. A vacancy on the Board of Trustees occurring by reason of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the Voting Trustees at any Regular or Special Meeting of the Board. The Board is not required to fill such vacancy unless the number of Voting Trustees would otherwise fall below the minimum number required by these Bylaws.

Any Trustee selected to fill a vacancy shall serve only for the remainder of the unexpired term of the Trustee whose position became vacant. This provision is intended to preserve the staggered selection and rotation of Trustee terms established by the Board.

Notwithstanding any provision of these Bylaws requiring a break in service following two (2) consecutive terms, such requirement shall not apply to a former Trustee appointed to fill a vacancy.

ARTICLE IV. Officers of the Board of Trustees

Section 1. Officers. The Officers of TIS shall be a Chair, Chair-Elect, Past-Chair, and Secretary. Each Officer owes a duty of loyalty and care to TIS and shall carry out their duties in accordance with the standards of conduct required by law of such Officers and otherwise in compliance with applicable law and these Bylaws. Officers must be Voting Trustees in good standing.

- a. **Duties of the Chair.** The Chair shall provide leadership to the Board of Trustees and ensure the effective functioning of the Board in fulfilling its governance responsibilities. The Chair shall:
 - i. Preside at all Regular and Special meetings of the Board and such other meetings of TIS as may be called from time to time.
 - ii. Work with the Head of School and appropriate Trustees to prepare meeting agendas and guide the work of the Board.
 - iii. Recommend to the Board assignments of committees and support the coordination of committee work.
 - iv. Serve as an Ex Officio member of all committees and task forces of the Board.
 - v. Support the Board in carrying out its governance responsibilities and advancing the mission and strategic priorities of TIS.
 - vi. Provide for the communication of the Board's work to the school community, including the delivery of any annual reports or governance updates consistent with Board practices and policies.
 - vii. Lead and oversee the formal evaluation of the Head of School in accordance with the policies and procedures established by the Board.
 - viii. Perform such other duties as may be indicated by these Bylaws or assigned by the Board.
 - ix. The Chair shall abstain from voting when an even number of Trustees are eligible to vote, and shall serve as the tie-breaking vote in the event of a deadlock.
 - x. When authorized by the Board, act between Regular or Special Meetings by electronic or telephonic communication with the consent of a majority of Trustees when timely action is required.
- b. **Duties of the Chair-Elect.** The Chair-Elect shall support the Chair in the leadership of the Board and prepare to assume the role of Chair at the conclusion of the Chair's term. The Chair-Elect shall:
 - i. Assist the Chair in carrying out the duties of the office.
 - ii. Preside at meetings of the Board in the absence of the Chair.
 - iii. Work closely with the Chair to ensure continuity of leadership and effective governance practices.
 - iv. Develop familiarity with the strategic, operational, and financial priorities of TIS in preparation for assuming the role of Chair.

- v. Support Board development, Trustee engagement, and committee coordination as requested by the Chair or the Board.
 - vi. Work with the Head of School and other designated staff to develop familiarity with the financial position of TIS, including review of the annual budget, financial statements, and audit results, in preparation for assuming the role of Chair.
 - vii. Perform such other duties as may be assigned by the Chair or the Board.
- c. **Duties of the Past-Chair.** The Past-Chair shall provide continuity and institutional knowledge to the leadership of the Board. The Past-Chair shall:
- i. Serve in an advisory capacity to the Chair and Chair-Elect.
 - ii. Support leadership transitions and continuity of Board governance practices.
 - iii. Assist with Trustee recruitment, development, and mentoring when appropriate.
 - iv. Provide historical perspective and counsel on Board decisions and governance matters.
 - v. Perform such other duties as may be assigned by the Chair or the Board.
- d. **Duties of the Secretary.** The Secretary shall oversee the accurate maintenance of the official records of the Corporation and ensure that the Board fulfills its documentation and notice obligations required by law and these Bylaws. The Secretary shall:
- i. Certify and keep at the principal office of TIS, the original copy of its Bylaws as amended or otherwise altered to date.
 - ii. Keep at the principal office of TIS or such other place as the Board may order, a book of minutes of all Board meetings with the time and place of holding, whether Regular or Special, and if Special, how authorized, the notices thereof given, and the names of those present at such meetings.
 - iii. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 - iv. Ensure maintenance of the records, and, if applicable, the corporate seal.
 - v. Ensure that all the non-financial books, reports, statements and all other records and documents, required by law, are properly kept and filed.
 - vi. Exhibit at all reasonable times to any Trustee upon application of the Bylaws and minutes of proceedings of the Trustees of TIS.
 - vii. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Board.

Section 2. Election. Officers of TIS shall be elected annually by a majority vote of the Voting Trustees, except as otherwise provided in these Bylaws.

Any Trustee who is a candidate for an Officer position shall abstain from any discussion or vote related to the selection of that position.

Section 3. Terms of Office. All officer positions of the Board shall be for terms of one (1) year.

The Chair-Elect, Chair, and Past-Chair positions shall be served sequentially. An individual elected as Chair-Elect shall automatically assume the office of Chair at the conclusion of the Chair-Elect term and shall subsequently serve as Past-Chair for one year, without the need for additional election to those positions. An individual elected to the Chair-Elect position must have three years remaining in their board term to be eligible.

The Secretary shall be elected annually by the Voting Trustees. The Secretary may be elected to successive one-year terms without limitation, provided the individual remains eligible to serve as a Trustee and remains within the limits of their Trustee term.

Section 4. Removal of Officers. Any Officer elected or appointed by the Board may be removed from that officer position, with or without cause, by a two-thirds (2/3) vote of the Voting Trustees then in office at any Regular or Special Meeting whenever, in the judgment of the Board, the best interests of TIS would be served thereby. Removal from an officer position shall not affect the individual's status as a Trustee unless the Board separately takes action to remove that individual as a Trustee in accordance with these Bylaws.

Section 5. Resignation of Officers. An Officer may resign from their officer position at any time by delivering written notice (which may be provided electronically or otherwise) to the Chair or Secretary. Such resignation shall be effective upon receipt unless a later effective date or event is specified in the notice. Resignation from an officer position shall not constitute resignation from the Board of Trustees unless expressly stated.

Section 6. Vacancies of Officers. A vacancy in any officer position occurring by reason of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the Voting Trustees at any Regular or Special Meeting for the remainder of the unexpired officer term. Filling a vacancy in an officer position shall not affect the individual's underlying Trustee term.

ARTICLE V. Meetings of the Board of Trustees

Section 1. Meeting Logistics and Notice. Any meeting of the Board may be held either within or outside of the State of Arizona. Meetings may be conducted by means of communication permitted under Arizona Revised Statutes §10-3820 or successor provisions.

Section 2. Regular Meetings. The Board of Trustees shall hold Regular Meetings at intervals established by the policies and procedures of the Board then in effect, but no fewer than six (6) times per fiscal year. The Board may establish by resolution or policy an annual schedule for Regular Meetings, including the date, time, and place of such meetings.

When Regular Meetings are scheduled in advance through such resolution or policy, no additional notice of the date, time, or place of the meeting shall be required except as otherwise provided in these Bylaws.

Section 3. Special Meetings. Special Meetings of the Board may be called by the Chair or by a majority of the Voting Trustees then in office. The purpose or purposes of the Special Meeting shall be stated in the notice of the meeting. The person or persons calling the Special Meeting shall determine the date, time, and place of the meeting. Written or electronic notice of any Special Meeting shall be provided to all Trustees at least seven (7) days in advance of the meeting. Business conducted at a Special Meeting shall be limited to the matters described in the notice and matters reasonably related to those topics.

Section 4. Waiver of Notice. A Trustee may waive any notice requirement before or after the date and time stated in the notice. Such waiver shall be in writing and shall be filed with the minutes of such meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. Not less than one-half (1/2) of the Voting Trustees in office shall constitute a quorum ("Quorum") for the transaction of business at any meeting of the Board and/or for voting upon any decisions and/or Board resolutions. In the event that less than a quorum is present at the meeting, a majority of the Voting Trustees present may adjourn the meeting to another date and time within thirty (30) days without further notice.

Section 6. Manner of Acting. In the absence of the Chair or Chair-Elect of the Board, a chairperson shall be elected by majority vote for the purpose of conducting the meeting. The act of a majority of the Trustees present at a meeting at which a Quorum exists shall be the act of the Board, unless the act of a greater number is required by law, TIS' Articles of Incorporation, or these Bylaws. Cumulative voting and voting by proxy shall not be permitted. A Trustee who is present at a meeting of the board when corporate action is taken is deemed to have assented to the action taken unless either:

- a. The Trustee objects at the beginning of the meeting or promptly on the Trustee's arrival to holding it or transacting business at the meeting;
- b. The Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c. The Trustee delivers written notice of the Trustee's dissent or abstention to the presiding officer of the meeting before its adjournment or to TIS before 5:00 p.m. on the next business day after the meeting. A Trustee who voted in favor of any election may not dissent or abstain from such vote pursuant to this Section 6(c).

Section 7. Action Without Meeting. Action without a meeting may be taken if all Trustees entitled to vote consent in writing or electronically to the action. Such consent may be signed in one or more counterparts or electronically consented to by email, and shall be included in the minutes filed with the corporate records at the subsequent Regular or Special Meeting. Action taken pursuant to this Section 6 shall become effective when the last required Trustee consent is delivered, unless the consent specifies a later effective

date. A Trustee may revoke consent by delivering a signed revocation of the consent to the Chair or Secretary before the date and time the last Trustee signs the consent. A consent made by the Board pursuant to this Section 7 has the effect of a meeting vote and may be described as such in any document.

Section 8. Meeting Format. Meetings of the Board may be held in person, by electronic communication, or through a hybrid format that allows Trustees to participate simultaneously. Trustees participating remotely shall be considered present for purposes of quorum, discussion, and voting.

ARTICLE VI. Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The Chair and one additional officer authorized by the Board shall have authority to sign, execute, and acknowledge on behalf of TIS and grant authority to do so to certain employees, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of TIS's regular business, each of which shall be authorized by resolution of the Board, with the exception of the Head of School's authorization provided in the School Management Agreement or any employment contract with the Head of School then in effect.

Section 2. Loans. No money shall be borrowed on behalf of TIS and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority shall be confined to specific instances.

Section 3. Deposits. All funds of TIS, not otherwise employed, shall be deposited from time to time to the credit of TIS in such banks, investment firms, or other depositories as the Board may select.

ARTICLE VII. Notice of Waiver of Notice

Section 1. Date of Notice. Any written notice to a Trustee required or permitted under these Bylaws shall be delivered to the Trustee at the Trustee's physical or electronic address as shown on the records of TIS. If mailed, it shall be mailed by registered mail, return receipt, and shall be deemed delivered if the receipt is signed by or on behalf of the addressee. If given by electronic communication, such notice shall be deemed to be delivered when the electronic communication is properly sent with evidence of transmission and without return error.

ARTICLE VIII. Indemnification

Section 1. Mandatory Indemnification. TIS shall, to the fullest extent permitted or required by A.R.S. Sections 10-3850 through 10-3859, as amended thereto (but in the case of any such amendment, only to the extent such amendment permits or requires TIS to provide broader indemnification rights than prior to such amendment), indemnify, defend, and hold harmless its Trustees and Officers (and the heirs, executors, and administrator of such Trustee or Officer) from and against any and all liabilities, and advance any and all

reasonable expenses related to expenses and costs of litigation related to any such liability to which any Trustee or Officer is a party because such Trustee or Officer is a Trustee or Officer of TIS. TIS may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Trustees or Officers hereunder. The rights and protections granted under this Section shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Trustee or Officer may be entitled under any written agreement, board resolution, or otherwise. All capitalized terms used in this Article VIII and not otherwise defined herein shall have the meaning set forth in A.R.S. Section 10-3850.

Section 2. Permissive Supplementary Benefits. If authorized by the Board, TIS may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Trustees, Officers, employees, or agents, whether or not TIS would be obligated to indemnify or advance expenses to such Trustee, Officer, employee, or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more such Trustees or Officers.

ARTICLE IX. Conflict of Interest

Section 1. Transactions Presumed Valid. No contract or other transaction between TIS and one or more of its Trustees, officers of any other corporation, firm, association, or entity in which one or more of its Trustees or Officers are members, Trustees, or Officers, or are financially interested, is either void or voidable because of such relationship or interest or because any Trustee or Officer is present at the meeting of the Board or a committee of the Board which authorizes, approves, or ratifies such contract or transaction or because the Trustee's or their votes are counted for such purpose, if either of the following apply:

- a. The fact of such a relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Trustees; or
- b. The transaction or contract is fair and reasonable to TIS at the time when the transaction is consummated or, if made pursuant to contract, when TIS becomes contractually obligated such that its unilateral withdrawal from the contract would entail significant loss, liability, or other added damage. The fairness of the transaction or contract shall be judged according to the circumstances at the time of consummation or at the time when TIS becomes contractually obligated.

Section 2. Clear and Convincing Evidence Needed to Rebut Presumption. Any person seeking to establish that a contract or transaction described in this Section is void or voidable must prove by clear and convincing evidence that the requirements of Section 1 of this Article have not been satisfied.

Section 3. Trustees Counted for Quorum. Common or interested Trustees or Officers may be counted in determining the presence of Quorum at a meeting of the Board.

Section 4. Abstention of Interested Trustees. Any Trustee or Officer who stands to receive a direct personal financial benefit from a contract or transaction involving TIS shall disclose the interest and shall abstain from both discussion and voting related to that matter.

If a Trustee or Officer is employed by, or otherwise affiliated with, an organization that may benefit financially from a contract or transaction with TIS, the Trustee or Officer shall disclose that relationship. The Trustee or Officer may participate in general discussions related to the matter; however, the Trustee or Officer shall not participate in discussions related to vendor selection, negotiation, or the approval of such contract or transaction, and shall abstain from voting on the matter.

Section 5. Conflict of Interest Policy. The Board of Trustees shall maintain and enforce a written Conflict of Interest Policy consistent with applicable law and IRS Form 990 reporting requirements. All Trustees and Officers shall review and acknowledge the Conflict of Interest Policy at the beginning of their term of service and thereafter as required by Board policy. Compliance with the Conflict of Interest Policy shall be a condition of Board service.

ARTICLE X. Dissolution

Section 1. Dissolution. In the event of dissolution of TIS, all assets remaining after payment of its debts, obligations, and liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose, as determined by the Board of Trustees. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction in the county in which the principal office of TIS is then located, exclusively for such purposes. No part of such assets shall inure to or be distributed to any Trustee or Officer of TIS.

ARTICLE XI. Terms of Existence

The period of duration of TIS shall be perpetual unless the Trustees elect to dissolve TIS in accordance with the Articles and Bylaws of the Corporation and Arizona law.

ARTICLE XII. Fiscal Year

The fiscal year of TIS shall begin the first day of July and end the last day of June, unless otherwise modified by resolution of the Board of Trustees.

ARTICLE XIII. Signatures

Any action requiring a signature from a Trustee or Officer shall be deemed effective upon receipt by the Secretary or another officer designated by the Board, and may be delivered personally, by mail, electronically, or by other form of written transmission (including facsimile), including electronic and digital signatures valid under A.R.S. Section 41-132.

ARTICLE XIV. Amendment of Bylaws

The Articles of Incorporation and Bylaws of TIS may be amended by the affirmative vote of a majority of the Board of Trustees at any Regular or Special Meeting where a Quorum is present, provided that written notice of the proposed action together with a copy of the proposed amendments.

ARTICLE XV. Validity of Bylaws


The invalidation of any section of these Bylaws, for whatever reason, shall have no effect on the balance of these Bylaws.

The undersigned hereby certifies that TIS has duly adopted the foregoing Bylaws by unanimous written consent.

A true and correct copy of these Second Amended Bylaws adopted on the **27 day of March, 2026**, by the Board of Trustees of Tucson International School, Inc.

Sarah Burger
Board Secretary
Tucson International School, Inc.

signed



Sarah Burger (Apr 20, 2026 17:10:34 PDT)

date

Apr 20, 2026
