RESTATED AND AMENDED BYLAWS OF
AMERICAN LEADERSHIP ACADEMY

A Utah Nonprofit Corporation
Approved October 21, 2026

These Restated and Amended Bylaws supersede and replace in their entirety all prior bylaws of the Corporation and any amendments thereto. Upon adoption by the Board of Trustees and any required approval by the Corporation's authorizer, these Bylaws shall be the sole and exclusive bylaws of the Corporation.

Article 1: Name, Offices, and Campuses

Section 1.01 Name

The name of the corporation shall be American Leadership Academy (hereafter the "Corporation"). As used in these Bylaws, "School" means the Corporation and each public charter school, campus, satellite, or other instructional site the Corporation is authorized to operate.

Section 1.02 Principal Office

The principal office of the Corporation in the State of Utah shall initially be located at 898 West 1100 South, Spanish Fork, Utah 84660. The Board of Trustees may change the principal office within the State of Utah from time to time. The principal office is a registered and administrative location only. It does not limit the number or location of campuses the Corporation may operate.

Section 1.03 Other Offices and Campuses

The Board of Trustees may establish additional offices, campuses, satellites, and instructional sites wherever the Corporation is qualified and authorized to conduct its activities. Authorization to open, relocate, expand, or operate an additional campus or school shall be obtained as required by the applicable charter agreement and Utah law. These Bylaws do not themselves require a bylaw amendment solely because the Corporation adds, relocates, or operates more than one campus.

Section 1.04 Multi-Campus Governance

The Corporation may operate one or more public charter schools or campuses under a single governing Board. The Board shall govern all authorized schools and campuses of the Corporation. Nothing in these Bylaws confines the Corporation to a single site, a single city, or a single county.

Article 2: Members

The Corporation shall have no stock and no members. Approval by the Board of Trustees is sufficient for any action that would otherwise require approval by members. All rights that would otherwise vest in members shall vest in the Trustees (Utah Code Ann. §§ 16-6a-601, 16-6a-818).

Article 3: Board of Trustees

Section 3.01 General Powers

The Board of Trustees shall manage the property, business, and affairs of the Corporation, including the operation of one or more public charter schools pursuant to Utah law. The Board shall act consistently with federal law, state law, the Articles of Incorporation, each applicable charter agreement, and these Bylaws.

The Board's primary role is governance, policy, oversight, and accountability for the Corporation as a whole and for each campus the Corporation operates. Day-to-day operational management of any campus may be delegated to an education service provider (including Charter One or its affiliates) pursuant to a written services agreement approved by the Board, consistent with a traditional school board / school district relationship.

Section 3.02 Number

The authorized number of elected Trustees shall be at least three (3) but not more than seven (7), until changed by amendment of these Bylaws. Three is the minimum number of directors permitted by Utah Code Ann. § 16-6a-803. The Board shall fix the exact number within that range. The Board may increase or decrease the number of elected Trustees within the authorized range without amending these Bylaws, including in connection with the addition of a campus or the consolidation of governing responsibility for more than one school. The Ex Officio Trustee described in Section 3.09 does not count against this range.

Section 3.03 Selection and Term of Office

Trustees shall be elected by the Board of Trustees at the annual meeting (or as soon thereafter as practicable). The Board may establish renewable terms at the annual board meeting. The Board may establish staggered terms to minimize simultaneous turnover. Each Trustee shall take the oath of office required by Utah Code Ann. § 53G-5-406.5 before serving. Each Trustee shall hold office until a successor is elected and qualified, or until the Trustee's death, resignation, or removal. Trustees are Trustees of the Corporation and are not elected from, or seated to represent, a particular campus.

Section 3.04 School LAND Trust Council

The Board may serve as the School LAND Trust council under Utah Code Ann. § 53G-7-1205 only if the number of elected Trustees who are parents or grandparents of students enrolled at a school of the Corporation exceeds all other council members combined by at least two. The Ex

Officio Trustee is not a member of the council for purposes of § 53G-7-1205 and is not counted in that majority.

Section 3.05 Filling of Vacancies

Any vacancy occurring on the Board (including a vacancy created by an increase in the number of Trustees) shall be filled by the affirmative vote of a majority of the remaining Trustees then in office, even if less than a quorum. A Trustee elected to fill a vacancy shall serve for the unexpired term of the predecessor (or until the next regular election if the vacancy was created by an increase in size). No reduction in the authorized number of Trustees shall shorten the term of any incumbent Trustee.

Section 3.06 Resignation

Any Trustee may resign by giving written notice to the Secretary (or to the Chair if the resigning Trustee is the Secretary). The resignation is effective upon receipt unless a later effective date is specified. A successor may be elected before the effective date but shall not take office until the resignation becomes effective.

Section 3.07 Removal

A Trustee may be removed, with or without cause, by the affirmative vote of two-thirds of all Trustees then in office. The proposed removal must be stated in the notice of the meeting and sent to all Trustees at least forty-eight (48) hours in advance (Utah Code Ann. §§ 16-6a-808, 16-6a-818).

Section 3.08 Compensation

Trustees shall serve without compensation, but may be reimbursed for reasonable expenses incurred on behalf of the Corporation when authorized by the Board.

Section 3.09 Ex Officio Trustee

So long as the Corporation is party to a written services or facility agreement with Charter One Development, LLC, Charter One, LLC, or an affiliate of either ("Charter One"), Charter One may designate one (1) individual to serve as an Ex Officio Trustee of the Corporation.

Section 3.09(a) Designation and Term

Charter One shall designate and may replace the Ex Officio Trustee at any time by written notice to the Chair and the Secretary. The designee shall take the same oath of office required of elected Trustees by Utah Code Ann. § 53G-5-406.5 before serving. The Ex Officio Trustee serves at the pleasure of Charter One and does not count against the authorized number of elected Trustees. The seat ends automatically when no services or facility agreement with Charter One remains in effect.

Section 3.09(b) Participation

The Ex Officio Trustee shall receive notice of all Board meetings and the same materials as the elected Trustees, may attend and be heard at all open meetings, and may vote on all matters except a Related-Party Matter. The Ex Officio Trustee may not attend a closed session under Utah Code Ann. § 52-4-205 unless the elected Trustees invite the designee, by motion, for a stated purpose that is not a Related-Party Matter. The designee shall not attend a closed session on personnel, litigation, property, or security except under that invitation, and shall leave when the stated purpose is finished.

Section 3.09(c) Related-Party Matters

A "Related-Party Matter" is any contract, transaction, payment, amendment, renewal, evaluation, or termination involving Charter One or an affiliate, including any management, services, lease, or facility agreement. On every Related-Party Matter the Ex Officio Trustee shall disclose the interest in writing, abstain from voting, and be absent from that portion of the meeting, and shall not be counted toward a quorum, all as required by Utah Code § 53G-5-409. The elected Trustees shall decide the matter.

Section 3.09(d) Officers; Compensation

The Ex Officio Trustee may not serve as Chair and shall serve without compensation from the Corporation, other than reimbursement of reasonable expenses on the same basis as elected Trustees.

Article 4: Meetings

Section 4.01 Place of Meetings

Meetings of the Board may be held at the principal office, at any campus of the Corporation, or at any other place designated by the Board. Meetings are not required to be held at any particular campus.

Section 4.02 Annual Meeting

The fiscal year ends on the last day of June. The Board shall hold an annual meeting before the end of the fiscal year for the election of Trustees, the election of officers in an officer-election year, adoption of the annual budget, and other business. When the Board adopts its regular meeting schedule, it shall set the annual meeting date for the upcoming fiscal year. If the Board does not set a date, the annual meeting shall be held in June. The Board may change the date at its discretion. The September 16, 2026 meeting was the meeting at which the current officers were elected. It is not the annual meeting under these Bylaws.

Section 4.03 Regular Meetings

The Board shall hold regular meetings as often as required by applicable Utah law, and as frequently as needed to fulfill its oversight responsibilities for all campuses. Utah law does not

impose a fixed quarterly meeting minimum on charter school governing boards. The Board shall meet whenever there is governance work to do and shall give notice of the date, time, and place of each meeting in the manner required by the Open and Public Meetings Act.

Section 4.04 Special Meetings

Special meetings may be called by the Chair or by a majority of the Trustees then in office. Only business specified in the notice of a special meeting may be transacted.

Section 4.05 Public Notice and Open Meetings

All meetings shall comply with Title 52, Chapter 4 of the Utah Code (Open and Public Meetings Act) and any applicable charter-school electronic meeting provisions (including Utah Code § 52-4-209). Public notice shall be posted as required by law, including on the Corporation's official website and the Utah Public Notice Website.

Section 4.06 Quorum

A majority of the Trustees then in office constitutes a quorum. On a Related-Party Matter, the Ex Officio Trustee shall not be counted toward a quorum, and a majority of the elected Trustees then in office constitutes a quorum. If less than a quorum is present, a majority of those present may adjourn the meeting to another time and place.

Section 4.07 Electronic and Remote Meetings

Any meeting of the Board may be held by telephone conference, video conference, or other electronic means that permit all participating Trustees to hear one another and, when required, to participate in a manner consistent with the Open and Public Meetings Act and Utah Code § 52-4-209. Trustees participating electronically shall be deemed present in person for all purposes, including quorum and voting.

Section 4.08 Required Vote

Except as otherwise provided in these Bylaws or by law, the act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

Article 5: Officers

Section 5.01 Election, Tenure, and Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected by the Board at the annual meeting in an officer-election year, or as soon thereafter as practicable, and must be elected Trustees. The Ex Officio Trustee may not serve as Chair. Each officer serves a two-year term. Officers elected on September 16, 2026, continue in office until the annual meeting for fiscal year 2028-2029, or until earlier death, resignation, or removal, and are not up

for election at the next annual meeting solely because these Bylaws are adopted. Officers may be removed at any time, with or without cause, by majority vote of the Board.

Section 5.02 Chair

The Chair shall preside at all meetings of the Board, shall have the authority to execute authorized contracts and instruments after Board approval, and shall perform such other duties as the Board may assign. The Chair is an ex-officio member of any committees the Board may create.

Section 5.03 Vice Chair

The Vice Chair shall perform the duties of the Chair in the Chair's absence or inability to act and shall perform such other duties as the Board or Chair may assign.

Section 5.04 Secretary

The Secretary shall give notice of meetings, keep minutes of Board meetings, and perform such other duties as the Board or Chair may assign. The duties of the Secretary may be delegated, in whole or in part, to Charter One or another third party by Board resolution or written agreement.

Section 5.05 Treasurer

The Treasurer shall have oversight of the funds and financial records of the Corporation, cause accurate accounts to be kept, and furnish financial reports as requested by the Board. The duties of the Treasurer may be delegated, in whole or in part, to Charter One or another third party by Board resolution or written agreement. The Board retains ultimate fiduciary responsibility for the Corporation and each campus.

Section 5.06 Agents

The Board may designate agents of the Corporation as it deems necessary or advisable.

Article 6: Committees

The Board may, by majority vote, create one or more ad hoc committees as needed. Standing operational committees are not required. The Board's preference is to delegate operational and administrative committee-type functions to Charter One under the services agreement so that the Board can focus on governance, policy, and oversight of the Corporation and all campuses. Any committee the Board does create shall consist of at least two Trustees (non-Trustees may serve in advisory capacities) and shall not relieve the Board or any individual Trustee of responsibilities imposed by law.

Article 7: Liability and Indemnification

No Trustee or officer shall be personally liable for the debts or liabilities of the Corporation except to the extent of the Trustee's or officer's own willful misconduct or gross negligence, and except as otherwise required by law applicable to 501(c)(3) organizations.

The Corporation shall indemnify every Trustee and officer (and their heirs and personal representatives) against expenses actually and reasonably incurred, and against any amount paid in settlement or upon judgment, in connection with any civil or criminal action, suit, or proceeding to which the person is made a party by reason of serving as a Trustee or officer, to the fullest extent permitted by Utah Code Ann. §§ 16-6a-901 et seq. and other applicable law.

Article 8: Corporate Seal

The Corporation shall not be required to have a corporate seal. If a seal is needed, the words "Corporate Seal" followed by the signature of one or more authorized officers shall suffice.

Article 9: Financial Matters

Section 9.01 Delegation

The Board may authorize any officer, employee, or agent (including Charter One) to enter into contracts or to sign and deliver instruments in the name of the Corporation, either generally or in specific instances.

Section 9.02 Deposits, Checks, and Loans

All funds shall be deposited in depositories designated by the Board and held in the name of the Corporation. Charter One may disburse funds and sign checks and other orders for payment of $25,000 or less that are within the Board-approved annual budget, consistent with Board fiscal policy and the services agreement, without a separate Trustee signature. Any check, disbursement, or order for payment in excess of $25,000 requires the countersignature of a Trustee. Any purchase, contract, or disbursement that would exceed or fall outside the Board-approved annual budget requires prior Board approval before it is made. The Corporation shall not make loans to its Trustees or officers. The Corporation shall not borrow or incur indebtedness except as specifically authorized by Board resolution.

Section 9.03 Limitation of Liability for Debts

Except as provided in Title 53G, Chapter 5, Part 6, Charter School Credit Enhancement Program, neither the Corporation's authorizer nor the State of Utah, including any agency of the State, is liable for the debts or financial obligations of the Corporation, any school of the Corporation, or any person who operates a school of the Corporation (Utah Code Ann. § 53G-5-303(3)(g)(iii)). The Board, the Corporation, and each school of the Corporation are solely liable for damages resulting from a legal challenge involving the operation of a school of the Corporation (Utah Code Ann. § 53G-5-505).

Section 9.04 Investments and Expenses

Funds may be invested as directed by the Board or an investment manager appointed by the Board. Expenses of the Corporation shall be paid first from revenue and then from principal as necessary.

Article 10: Conflict of Interest and Anti-Nepotism

The Corporation shall adopt and maintain a conflict-of-interest and anti-nepotism policy consistent with Utah Code Ann. §§ 16-6a-818, 53G-5-404, 53G-5-406, 53G-5-409, and any other applicable law. Trustees and officers shall disclose conflicts and recuse themselves as required.

Article 11: Dissolution of Assets

If the Corporation is dissolved, or if a charter authorizing the Corporation to operate one or more schools is terminated or not renewed, all net assets purchased with public funds for an affected school shall be distributed in accordance with Utah Code Ann. § 53G-5-410 (or successor provision) as required by law. Any remaining assets not subject to that distribution shall, after payment of liabilities, be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code (or to federal, state, or local government for public purposes).

Article 12: Miscellaneous Provisions

Section 12.01 Fiscal Year

The fiscal year of the Corporation shall end on the last day of June.

Section 12.02 Construction

Words denoting the singular may include the plural and vice versa; words of one gender may include another as the context requires. References to “school,” “campus,” or “charter agreement” include each school, campus, and charter agreement of the Corporation then in effect. Headings are for convenience only and shall not affect interpretation.

Section 12.03 Reference to Laws

References to the Internal Revenue Code and to Utah statutes and rules are to those laws as now in force or hereafter amended.

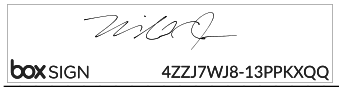
Article 13: Amendments

These Bylaws may be amended, altered, or repealed, and new bylaws may be adopted, by the Board of Trustees. Any amendment shall become effective only after any required approval by the Utah State Charter School Board, the Utah State Board of Education, or the Corporation's authorizer, as applicable under Utah law and administrative rule (including R277-552 or successor provisions). Adding, relocating, or operating an additional campus does not, by itself, constitute an amendment of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting director and officer of American Leadership Academy, a Utah nonprofit corporation; that the foregoing Restated and Amended Bylaws were duly adopted by the Board of Trustees as a complete restatement and amendment of the bylaws of the Corporation, superseding all prior bylaws; and that these Bylaws are now in full force and effect.

Dated: October 21, 2026



Secretary / Authorized Officer
American Leadership Academy