

**AMENDED AND RESTATED
BYLAWS
OF
BEAR RIVER CHARTER SCHOOL
A NONPROFIT CORPORATION**

ARTICLE I. OFFICES

The principal office of the corporation in the State of Utah shall be located in the City of Logan, County of Cache. The corporation may have such other offices, either within or without the State of Utah, as the Governing Board (“Board of Directors” or “Board”) may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Utah a registered office, and a registered agent whose office is identical with such registered office, as required by the Utah Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Utah, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE II. MEMBERS

The corporation shall have no members.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Board members need not be residents of the State of Utah. Members of the governing board must be willing to submit to a background check and may not have a criminal record. The Directors serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for Directors under the Utah Revised Non-profit Corporation Act, including, but not limited to, the power to do the following:

A. To appoint and control and at its pleasure remove any agents and employees and to allow such compensation for their services as the Board shall deem proper. This shall include the power to appoint investment advisors, trust companies, banks or other fiduciaries to invest and safeguard the assets of the Corporation;

B. To prescribe, consistent with these Bylaws, the duties of any Officer;

C. To determine and govern all matters affecting finances, discipline, committees or the function of the Corporation; and

D. To conduct such acts as may be required to carry out the exempt purposes of the Corporation.

Section 2. Composition. The Board shall strive to recruit and elect Board members that have expertise in areas that most effectively support the charter and operations of Bear River Charter School. Desired areas of expertise include, but are not limited to: school administration, education curriculum and programs, educational grants, teaching instruction, special education instruction and law, minority outreach programs, finance, business operations, and areas of applicable law.

Section 3. Number and Election. The number of Board members shall be no less than three and no more than nine. At any special or regular meeting, the Board members then in office may increase the number of Board members and elect new Board members to complete the number so fixed or they may decrease the number of Board members but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Board member.

Two of the Board members shall be Parent Representatives. Candidates for Parent Representatives shall be selected by an election in which each family with one or more children enrolled at the school has one vote. Additional nominations for Parent Representative candidates may be made by the staff and Board members. Nominations for non-Parent Representative Board member candidates may be made by the parents, staff and Board members.

Board positions will be filled by an election from the pool of candidates in which each current Board member, except, if applicable, the one whose position is expiring, has one vote. If any appointed Board member resigns or is dismissed, the remaining Board members will elect a replacement to fill out the departing member's term.

Section 4. Term and Term Limits. Board members will be limited to four consecutive terms of two years each.

Section 5. Ex-Officio Board Members. The Board members may appoint certain non-voting members to the Board by virtue of an office or position they hold. Ex-officio Board members shall remain members of the Board so long as they hold the stipulated office or position. Should an ex-officio Board member cease to hold the stipulated office, he/she will be replaced by the new office holder.

Section 6. Suspension or Removal. A Board member may be suspended or removed with cause by vote of a majority of the Board members then in office. A Board member may be removed with cause only after reasonable notice and opportunity to be heard.

Section 7. Resignation. A Board member may resign by delivering his/her written resignation to the president or secretary of the corporation, to a meeting of the Board of Director, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so stated.

Section 8. Vacancies. Any vacancy in the Board of Directors, except a vacancy resulting from enlargement, which must be filled in accordance with Section 2,

may be filled by the Board members. Each successor shall hold office for the unexpired term or until he/she dies, resigns, is removed, or becomes disqualified. The Board members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 9. Annual Meeting. A meeting announcement will be sent to Board members in April to determine their availability, and a date will be selected according to availability of Board members between May and August.. The annual meeting may be held at the principal office of the corporation or at such other place within the United States as the chairperson or Board members shall determine. Notice of the date for the annual meeting shall be given to all Board members at least 20 days before the meeting date.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board members may determine.

Section 11. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the president or by two or more Board members.

Section 12. Call and Notice.

a. Regular Meetings. No call or notice shall be required for regular meetings of the Board of Directors, provide that reasonable notice of the first regular meeting following the determination by the Board members of the times and places for regular meetings shall be given to absent members. The purpose of a regular meeting shall be given to each Board member if either contracts or transactions of the corporation with interested persons or amendments to these Bylaws are to be considered at the meeting, and shall be given as otherwise required by law, the articles of organization, or these Bylaws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the Board of Directors shall be given to each Board member . Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization, or these Bylaws, or unless there is to be considered at the meeting contracts or transactions of the corporation with interested persons, amendments to these Bylaws, an increase ore decrease in the number of Board members, or removal or suspension of a Board member.

c. Reasonable and Sufficient Notice of meetings. Board members shall receive notice of meetings: in writing, unless oral notice is reasonable under the circumstances; in person; by telephone; by any form of electronic communication; or by mail or private carrier. Written notice is effective at the earliest of the following: when received; five days after it is mailed; or on the date shown on the return receipt if a) sent by registered or certified mail, b) sent return receipt requested, and c) the receipt is signed by or on behalf of the addressee. All other forms of notice are effective twenty-four hours after it is sent.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Board member who has a written waiver of notice, executed by

him/her (or his/her attorney thereunto authorized) before or after the meeting, filed with the records of the meeting, or to any Board member who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 13. Quorum. At any meeting of the Board of Directors, a majority of the Board members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present. Board members may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter. Once a Board member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is considered present for quorum purposes a) for the remainder of the meeting, and b) for any adjournment of that meeting. Action on a matter, other than an election of the Board members, is approved if a) a quorum exists, b) the votes cast favoring the action exceed the votes cast opposing the action, and c) a greater number of affirmative votes is not required by these Bylaws.

Section 14. Action by Vote. When a quorum is present at any meeting, a majority of the Board members present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the articles of organization, or these Bylaws.

Section 15. Meetings by Telecommunication. Any or all of the Board members may participate in an annual, regular, or special meeting of the Board of Directors by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A Board member participating in a meeting by means permitted is considered to be present in person at the meeting.

Section 16. Action Without Meeting. Any action required or permitted at a Board of Directors meeting may be taken without a meeting if each and every member of the Board members in writing either a) votes for the action, b) votes against the action, or c) abstains from voting, and also waives the right to demand that action not be taken without a meeting.

Action is taken only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the Board members then in office were present and voted.

An action taken may not be effective unless the corporation receives writings a) describing the action taken, b) signed by all Board members, and c) not revoked. A writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing Bear River Charter School with a complete copy of the document, including a copy of the signature on the document. All other issues shall be resolved pursuant to Utah Code Section 16-6a-813.

Section 17. Compensation. Board members shall be precluded from receiving compensation for their services but shall be entitled to receive such amount, in any, as the Board members may from time to time determine, to cover expenses of attendance at meetings.

ARTICLE IV. ADVISORS, BENEFACTORS, CONTRIBUTORS, SPONSORS, PARTNERS, FRIENDS OF THE CORPORATION

The Board members may designate certain persons or groups of persons as advisors, sponsors, partners, benefactors, contributors, or friends of the corporation or such other title as they deem appropriate. Such persons or representatives of groups shall serve in an honorary capacity and, except as the Board members shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE V. OFFICERS

Section 1. Officers. The Officers of the corporation shall be a President, President-Elect, Immediate Past President, Treasurer, Secretary and Executive Director and other such Officers and may be elected in accordance with the provisions of this Article. All Officers except the Executive Director shall also be voting members of the Board of Directors. The Board of Directors may elect or appoint such other Officers, including one or more assistant secretaries and one or more assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election. The Officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the Officer so removed.

Section 4. Term and Term Limits. Treasurer and Secretary positions will be limited to four terms of one year each. President, President-Elect, and Immediate Past president positions will be limited to one term of one year. Terms of office begin July 1,

and each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the presiding Officer at all meetings of the Board of Directors and the Executive committee, if any, and shall have direct supervisory control over the Executive Director. He/she may sign documents on behalf of the corporation and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. President-Elect. Upon the election of a new President pursuant to Article V, Section 2, the newly elected President shall serve a first one-year term as President-Elect, and then serve as President in the immediate subsequent one-year term. The President-Elect shall perform the duties of the president if the president is not able to serve or if the position of president is temporarily vacant.

Section 8. Immediate Past President. Upon the election of a new President pursuant to Article V, Section 2, the current President shall serve as Immediate Past President for a single year in the immediate subsequent one-year term. The Immediate Past President shall serve as an advisor to the President.

Section 9. Executive Director. The Executive Director shall be a member of the Board of Directors and shall in general supervise and control all of the business and affairs of the corporation. The executive director may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The executive director shall perform all duties incident to the office of executive director and such other duties as may be prescribed by the Board of Directors from time to time.

Section 10. Secretary. The Secretary shall: a) keep, or cause to be kept, the minutes of the proceeding of the Board of Directors and any committees of the Board; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of the corporate records and of the seal of the corporation; and d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

Section 11. Treasurer. The Treasurer shall be the chief financial Officer of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. He or she shall have such other duties as may be established by the President with the consent of the Board of Directors.

Assistant Treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

ARTICLE VI. COMMITTEES

Section 1. Committees of Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board members in office may appoint committees, each of which shall consist of one or more Board members. These committees, to the extent provided in such resolutions, shall have authority of the Board of Directors to research such issues as identified by the committee members or the Board of Directors and bring recommendations for action to the Board for action.

ARTICLE VII. CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the president or director of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited within five business days of receipt to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts and Donations. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose, or for any special purpose, of the corporation.

Section 5. Audit. The Board of Directors shall cause an annual audit to be performed in accordance with generally accepted accounting principles within five months of fiscal year end.

ARTICLE VIII. INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, Etc. The corporation hereby declares that any person who serves at its request as a Board member, Officer, employee, or member of any committee, or on behalf of the corporation as a Board member, or Officer of another corporation, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. Except as provide in Article III, Section 6, termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not if itself create either a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which a person covered by Section 1 shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 3. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 1 shall have been adjudged to be guilty, unless and only to the extent that the court, in which such action or proceeding was brought, shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4. Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, and other provision of these Bylaws, and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office.

Section 5. Period of Indemnification. Any indemnification pursuant to this Article shall a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and b) continue as to any indemnified party who has ceased to be a Board member, Officer, employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified part. The repeal or amendment of al or any portion of these Bylaws which would have the effect of limiting, qualifying, or restricting any of the powers or rights of indemnification provided or permitted in this Article, shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6. Insurance. By action of the Board of Directors, notwithstanding any interest of the Board members in such action, the corporation may, subject to Section 8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in his/her capacity of, or arising out of, his/her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the corporation against any liability, including without limitation, and liability for the indemnifications provided in the Article.

Section 7. Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the person to be indemnified; and c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all the indemnified person's right of recovery, and that the a person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8. Limit of Indemnification. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors at the principal office.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle, and shall have inscribed thereon the name of the corporation and the words "Utah" and "seal."

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Utah Revised Nonprofit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, 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 equivalent to the giving of such notice.

ARTICLE XIII CONFLICTS OF INTEREST

If any person who is a Board member or Officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself/herself, any member of his/her family, or any entity in which he/she has any legal, equitable, or fiduciary interest or position, including without limitation as a Board member, Officer, shareholder, partner, trustee, or beneficiary, such person shall a) immediately inform those charged with approving the transaction on behalf of the corporation of his/her interest or position, b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and c) not be entitled to vote on the decision to enter into such transaction.

ARTICLE XIV MISCELLANEOUS

Section 1. Loans to Board members and Officers Prohibited. No loans shall be made by the corporation to any of its Board members or Officers. Any Board member

or Officer 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 it is repaid.

Section 2. References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986 as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 3. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE XV AMENDMENTS TO BYLAWS AND EXTRAORDINARY VOTING REQUIREMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a two-thirds majority of the Board members if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Other actions requiring a two-thirds vote of the Board members shall be: amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, mortgage, or pledge of all or substantially all, of the property or the assets of the corporation; authorizing multi-year contracts; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation of dissolution.

CERTIFICATE OF SECRETARY KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned does hereby certify that the undersigned is the secretary of BEAR RIVER CHARTER SCHOOL a corporation duly organized and existing under and by virtue of the laws of the State of Utah; that the above and foregoing Bylaws of said corporation were duly and regularly adopted as such by the board of directors of said corporation at a meeting of said board, which was duly and regularly held on the 11th day of February, 2009; and that the above and foregoing Bylaws are now in full force and effect.

Dated: February 11, 2009

_____, Secretary

[Corporate Seal]