

Resolution No. 02-2008

**A RESOLUTION OF THE GOVERNING BOARD OF QUEST ACADEMY, INC.
CONCERNING THE TERMS OF THE INITIAL BOARD MEMBERS AND
AMENDING THE BYLAWS AS NECESSARY**

RECITALS:

Whereas, the Charter for Quest Academy provides that the terms of the initial Board Members of Quest Academy will be staggered; and

Whereas, Section 4.3 of the Bylaws of Quest Academy provides that "[t]he duration of the term of each Director shall be staggered to promote continuity in the Board; and

Whereas, Section 4.3 of the Bylaws of Quest Academy provides that "[t]he length of the term for Directors is four (4) years"; and

Whereas, Section 4.3 of the Bylaws of Quest Academy provides that, other than one (1) Director that is nominated and elected by the Parent Organization of Quest Academy, the remaining Directors are nominated and elected by the sitting Board; and

Whereas, Article 8 of the Bylaws of Quest Academy provides that "these Bylaws may be amended or repealed by a majority vote of the Board"; and

Whereas, the Bylaws of Quest Academy do not specifically provide for the staggering of the terms of the initial Directors in a manner that will ensure continuity in the Board; and

Whereas, the six (6) initial Board Members were all appointed in 2007, and their terms will therefore expire in 2011;

Whereas, the Board Members desire to adjust the terms of the initial Board Members in a manner that will ensure continuity in the Board going forward;

NOW THEREFORE BE IT RESOLVED BY THE GOVERNING BOARD OF QUEST ACADEMY, INC. AS FOLLOWS:

1. The term of Board Member Penn Bondshaw shall be shortened by approximately three (3) years and shall terminate effective ~~August 1, 2008.~~
November 11
2. The term of Board Member Michele Kersey shall be shortened by approximately two (2) years and shall terminate on the date of the annual meeting of the Board in June 2009.

3. The term of Board Member Brandy Beckman shall be shortened by approximately one (1) year and shall terminate on the date of the annual meeting of the Board in June 2010.

4. The term of Board Member Gabe Clark shall remain four (4) years and shall terminate on the date of the annual meeting of the Board in June 2011.

5. The term of Board Member Ken Bradshaw shall be extended for one (1) year and shall terminate on the date of the annual meeting of the Board in June 2012.

6. The term of Board Member Beckie Eastman shall be extended for two (2) years and shall terminate on the date of the annual meeting of the Board in June 2013.

BE IT FURTHER RESOLVED that this Resolution shall become effective immediately upon its passage.

REPEAL OF CONFLICTING ENACTMENTS:

All acts and resolutions with respect to the changes herein enacted and adopted which have heretofore been adopted by the Governing Board, or parts thereof, which are in conflict with any of the provisions of this Resolution are, to the extent of such conflict, hereby repealed, except that this repeal shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

PRIOR RESOLUTIONS:

The body and substance of any and all prior resolutions, together with their specific provisions, where not otherwise in conflict with this Resolution, are hereby reaffirmed and readopted.

SAVINGS CLAUSE:

If any provision of this Resolution shall be held or deemed to be or shall, in fact, be invalid, inoperative or unenforceable for any reason, such reason shall not have the effect of rendering any other provision or provisions hereof invalid, inoperative or unenforceable to any extent whatever, this Resolution and the provisions of this Resolution being deemed to be the separate independent and severable act of the Governing Board of Quest Academy.

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Whereas, Section 4.3 of the Bylaws of Quest Academy provides that "[t]he length of the term for Directors is four (4) years"; and

Whereas, Section 4.3 of the Bylaws of Quest Academy provides that, other than one (1) Director that is nominated and elected by the Parent Organization of Quest Academy, the remaining Directors are nominated and elected by the sitting Board; and

Whereas, Article 8 of the Bylaws of Quest Academy provides that "these Bylaws may be amended or repealed by a majority vote of the Board"; and

Whereas, the Bylaws of Quest Academy do not specifically provide for the staggering of the terms of the initial Directors in a manner that will ensure continuity in the Board; and

Whereas, the six (6) initial Board Members were all appointed in 2007, and their terms will therefore expire in 2011;

Whereas, the Board Members desire to adjust the terms of the initial Board Members in a manner that will ensure continuity in the Board going forward;

**NOW THEREFORE BE IT RESOLVED BY THE GOVERNING BOARD OF
QUEST ACADEMY, INC. AS FOLLOWS:**

1. The term of Board Member Peck shall be shortened by approximately three (3) years and shall terminate effective August 1, 2008.

2. The term of Board Member McCall shall be shortened by approximately two (2) years and shall terminate on the date of the annual meeting of the Board in June 2009.

*Call
Gabe*

3. The term of Board Member Bond shall be shortened by approximately one (1) year and shall terminate on the date of the annual meeting of the Board in June 2010.

4. The term of Board Member Grube shall remain four (4) years and shall terminate on the date of the annual meeting of the Board in June 2011.

5. The term of Board Member Ken shall be extended for one (1) year and shall terminate on the date of the annual meeting of the Board in June 2012.

6. The term of Board Member Beck shall be extended for two (2) years and shall terminate on the date of the annual meeting of the Board in June 2013.

BE IT FURTHER RESOLVED that this Resolution shall become effective immediately upon its passage.

REPEAL OF CONFLICTING ENACTMENTS:

All acts and resolutions with respect to the changes herein enacted and adopted which have heretofore been adopted by the Governing Board, or parts thereof, which are in conflict with any of the provisions of this Resolution are, to the extent of such conflict, hereby repealed, except that this repeal shall not be construed to revive any act or resolution, or part thereof, heretofore repealed.

PRIOR RESOLUTIONS:


The body and substance of any and all prior resolutions, together with their specific provisions, where not otherwise in conflict with this Resolution, are hereby reaffirmed and readopted.


SAVINGS CLAUSE:


If any provision of this Resolution shall be held or deemed to be or shall, in fact, be invalid, inoperative or unenforceable for any reason, such reason shall not have the effect of rendering any other provision or provisions hereof invalid, inoperative or unenforceable to any extent whatever, this Resolution and the provisions of this Resolution being deemed to be the separate independent and severable act of the Governing Board of Quest Academy.


PASSED AND ADOPTED BY THE GOVERNING BOARD COUNCIL OF
QUEST ACADEMY on this 12 day of August 2008.

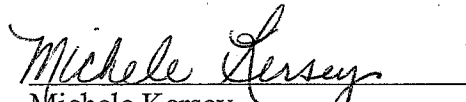
QUEST ACADEMY GOVERNING BOARD


Brandy Beckman, President and Chair


Penn Bradshaw


Ken Bradshaw


Beckie Eastman


Michele Kersey


Gabe Clark

ATTEST:


Governing Board Recorder-Secretary