

BYLAWS
of
NORTH OAKLAND COMMUNITY CHARTER SCHOOL
a California Public Benefit Corporation

ARTICLE 1
PRINCIPAL OFFICE

The principal office of this corporation shall be located in Alameda County, California.

ARTICLE 2
MEMBERSHIP

This corporation shall have no voting members, but the Board of Trustees, which is also known as the Board of Directors, may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE 3
DESIGNATOR

Section 1. Naming of Designators: The Designators referred to in these Bylaws shall be the Oakland Unified School District of the North Oakland Community Charter School. Designators shall serve until the Designator resigns. After the resignation of the last remaining Designator, the Board of Trustees shall exercise all rights reserved to the Designators under these Bylaws.

Section 2. Actions of Designator: All actions of the Designator shall be evidenced in writing, signed by an authorized representative of the Designator, delivered to an officer of this corporation, and filed by the Secretary with the proceedings of the Board of Trustees of this corporation. Any such writing may be signed in counterparts.

ARTICLE 4
TRUSTEES

Section 1. Powers: This Corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Trustees of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number: The number of Trustees shall be not less than eight (8) or more than sixteen (16), with the exact number of authorized Trustees to be fixed within these limits by resolution of the Board of Trustees.

Section 3. Classes of Trustees: There shall be four classes of Trustees of this corporation known as the Board-Elected Trustees; the School-Elected Trustees; the Designated Trustees, either voting or non-voting; and the Ex-officio Trustee.

Section 4. Limitations on Interested Persons: At all times, not more than 49 percent of the Trustees of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee in his or her capacity as a Trustee; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5. Selection and Term of Office of Trustees:

A. Designated Trustees: Except for the initial Trustees, who were named by the Incorporator or the Designator, one non-voting Trustee of this corporation shall be designated by the Designator Oakland Unified School District. To prevent any real or perceived conflict of interest or incompatibility of office, this district representative will not be a district staff or district Board member and will sit on the Board of Trustees as a non-voting member who facilitates communications and mutual understanding between the charter school and the district. The remaining number of authorized Trustees shall be selected pursuant to Sections 5B and 5C below. The Designated Trustee shall be designated from time to time, subject to the power of the Board to fix the number of Trustees as provided in Section 2 above. Designations shall be made in a writing signed by an authorized representative of the Designator and delivered to an officer of this corporation. Designations shall be filed by the Secretary with the proceedings of the Board of Trustees of this corporation. The effective date of any such designation shall be as provided therein. Trustees may be designated for any term prescribed in the written designation. If no such term is prescribed, the term shall be two years. Trustees may be designated to serve any number of consecutive terms. Each Trustee shall serve until expiration of his or her term and until a successor has been appointed or designated.

B. Ex-Officio Trustee: The Executive Director of the school shall serve as the Ex-Officio Trustee for so long as he/she is Executive Director of the school.

C. Elected Trustees: Each elected Trustee shall be elected for a term of up to three years. Each elected trustee shall hold office until expiration of the term and until a successor has been elected or the position eliminated. Terms shall be staggered such that at least one third of the elected Trustees shall be elected annually..

i. **School-Elected Trustees:** Five members of the board shall be elected by school families. Each family with one or more students at the school or a member of staff working at the school or a member of the Board of Trustees casts a single (1) ballot. Votes may be cast for any candidate, whether nominated by the Board or not. Elections shall be held in the Spring of every school year. School-Elected Trustees shall start their terms within a month of being elected but after Board-Elected Trustees have been elected. The Board may determine term length at the time of their appointment or prior to election.

ii. **Board-Elected Trustees:** The voting Trustees then in office shall elect new board members as needed to recruit Trustees from outside the community and/or to recruit Trustees with particular skills or expertise needed by the Board. (The voting

Trustees then in office shall elect new board members each year, within a month of the School-Elected Trustees being elected and prior to the School-Elected Trustees beginning their terms. The new Board-Elected Trustees shall start their terms at the same time as the School-Elected Trustees.) Their term length shall be stated at the time of their appointment.

D. Authority of Board to Modify Trustee Terms. In order to facilitate elections, or better coordinate the arrivals of new trustees, the Board may increase an existing trustee's term by up to one year.

Section 6. Vacancies: A vacancy shall be deemed to exist on the Board in the event that the actual number of Trustees is less than the authorized number for any reason. Any vacancy shall be filled for the unexpired portion of the term in the manner provided in these Bylaws for the Trustee whose position was vacated. A Trustee elected to the board to fill a vacancy may start their term immediately. A Trustee's term cannot be truncated as the result of reducing the number of Trustees, nor by adjusting term limits or lengths.

Section 7. Resignation of Trustees: Resignations shall be effective upon receipt in writing by the Chairperson or the Secretary of this corporation, unless a later effective date is specified in the resignation.

Section 8. Removal of Trustees:

A. Designated Trustees: A designated Trustee may be removed at any time by the Designator who appointed such Trustee, with or without cause.

B. Elected Trustees: A majority of the trustees then in office may remove any elected Trustee at any time, with or without cause. A School-Elected Trustee can only be removed in this way once per school year, in the case where they are subsequently re-elected to the Board by school election.

C. Ex-Officio Trustee: The Ex-Officio Trustee is deemed removed as a Trustee when his/her employment as Executive Director terminates for any reason.

D. School-Elected Trustee: A simple majority of those eligible to vote for School-Elected Trustees can vote to remove a School-Elected Trustee from office at any time.

Section 9. Annual Meetings: A meeting of the Board of Trustees shall be held at least once a year. Annual meetings shall be called by the Chairperson or any two Trustees, and noticed in accordance with Section 12.

Section 10. Special Meetings: Special meetings of the Board of Trustees may be called by the Chairperson of the Board or by any two Trustees, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 11. Place of Meetings: Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California that has been designated from time to time by resolution of the Board of Trustees.

In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Trustees given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Section 12. Notice of Meetings: Notice of the annual meeting and any special meetings of the Board of Trustees shall be given to each trustee at least at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 13. Waiver of Notice and Consent to Holding Meetings: The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Quorum for Meetings: A majority of the total number of voting Trustees then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of Trustees or two Trustees, whichever is larger. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Trustees present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 15. Majority Action as Board Action: Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Trustee has a material financial interest (Section 5233), and indemnification of Trustees (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 16. Conduct of Meetings: Meetings of the Board of Trustees shall be presided over by the Chairperson of the Board or, if no such person has been so designated or in his or her absence, by a Chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board,

provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by rules of order adopted by the Board, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

The corporation shall comply with the Ralph M. Brown Act, California Government Code §§ 54950 et seq.

Section 17. Action by Unanimous Written Consent without Meeting: Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all voting members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Trustee" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Bylaws of this corporation authorize the Trustees to so act, and such statement shall be prima facie evidence of such authority.

Section 18. Telephone and Electronic Meetings: Any meeting, regular or special, may be held (subject to the requirements of the Brown Act) by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Trustees participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

(a) Each Trustee participating in the meeting can communicate with all of the other Trustees concurrently;

(b) Each Trustee is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

(c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are Trustees of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board are taken and cast only by eligible Trustees and not by persons who are not Trustees.

Section 19. Duties: It shall be the duty of the Trustees to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;

(f) Act as the governing body of the North Oakland Community Charter School;

(g) Hire, evaluate, and manage the principal;

(h) Raise funds for operation of the school;

(i) Ensure the provision of appropriate facilities;

(j) Manage the finances of the corporation;

(k) Oversee curriculum development;

(l) Ensure the school population is representative of the local community;

(m) Involve the parents and local community in the school.

Section 20. Standard Of Care:

1. General: A Trustee shall perform the duties of a Trustee, including duties as a member of any Board Committee on which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the Trustee believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the Trustee does not serve, as to matters within its designated authority, provided that the Trustee believes such Committee merits confidence;

so long as, in any such case, the Trustee acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 7 below, a person who performs the duties of a Trustee in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Trustee, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, is dedicated.

2. Investments: Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 21. Trustees' Inspection Rights: Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 22. Compensation: Trustees shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 19 of this Article. Trustees may not be compensated for rendering services to the corporation in any capacity other than Trustee unless such other compensation is reasonable and is allowable under the provisions of Section 4 of this Article.

Section 23. Non-Liability of Trustees: The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 5 OFFICERS

Section 1. Number of Officers: The officers of the corporation shall be a Chief Executive Officer who shall be designated the Chairperson, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, at the discretion of the Trustees, such other officers as may be appointed by the Board of Trustees. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson.

Section 2. Qualification, Election, and Term of Office: Any person may serve as an officer of this corporation. Officers shall be elected by the Board of Trustees, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Removal and Resignation: Any officer may be removed, either with or without cause, by the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the Chairperson or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Trustees relating to the employment of any officer of the corporation.

Section 4. Vacancies: Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Section 5. Duties of Chairperson: The Chairperson shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. The Chairperson coordinates the activities of the other officers.

Section 6. Duties of Secretary: The Secretary shall:

Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date;

Keep at the web site of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Be custodian of the records and of the seal (if one exists) of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;

Exhibit at all reasonable times to any Trustee of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Trustees of the corporation;

File, with the Secretary of State, a list of principal officers of the corporation as required by law (bi-annually and when the officers change);

Keep a record of the current Trustees, the method of their appointment or designation to the Board, the expiration of their terms on the Board, their official addresses, telephone numbers and e-mail addresses;

The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Minutes shall be taken by the Secretary of the Meeting or by a delegate of the Secretary of the corporation;

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

Section 7. Duties of Treasurer: Subject to Article 9 of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees;

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements;

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Exhibit at all reasonable times the books of account and financial records to any Trustee of the corporation, or to his or her agent or attorney, on request therefor;

Render to the Chairperson and Trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

Section 8. Compensation: The officers and other members of the Board of Trustees are not compensated positions. Service in those capacities is without pay. The Ex Officio Trustee will be compensated for service as Executive Director.

ARTICLE 6 COMMITTEES

Section 1. Executive Committee: The Board of Trustees may, by a majority vote of Trustees, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the

powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) Setting the number of Trustees within a range specified in these Bylaws;
- (b) The filling of vacancies on the Board or on any committee that has the authority of the Board;
- (c) The fixing of compensation of the Trustees for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) Amendment of the Articles of Incorporation of this corporation;
- (f) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable;
- (g) The appointment of committees of the Board or the members thereof;
- (h) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected;
- (i) The approval of any transaction to which this corporation is a party and in which one or more of the Trustees has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law;
- (j) The approval of any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of Executive Committee members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Advisory Committees: The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Trustees. Such other committees may consist of persons who are not also members of the Board. Each committee is preferably chaired by a Board member. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 3. Meetings and Action of Committees: Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The time for special meetings of committees may also be fixed by the Board of Trustees. The Board of Trustees may

also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 CERTAIN TRANSACTIONS

Section 1. Loans: Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any Trustee or officer; provided, however, that this corporation may advance money to a Trustee or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Trustee or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions: Except as provided in Section 3 below, the Board of Trustees shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its Trustees has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval: This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Trustee's interest in the transaction, and by a vote of a majority of the Trustees then in office, without counting the vote of the interested Trustee or Trustees.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the Trustees then in office without the vote of any interested Trustee.

Section 4. Personnel Matters and Compensation Issues: When discussing, in private session, personnel or compensation issues related to a Board member who is an officer or employee of the corporation or who is an interested party to the discussion, as defined in these Bylaws, that Board member shall temporarily leave the meeting unless a motion to let that person stay is proposed, seconded, and voted for by the majority of the remainder of the Board.

ARTICLE 8 INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity: To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity: On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses: The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance: The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

ARTICLE 9 THE EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments: The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Trustees or as otherwise required by law, checks, drafts, promissory

notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Chairperson of the corporation.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts: The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 10 CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records: The Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Trustees and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Corporate Seal: The Board of Trustees may adopt, use, and, at will, alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Trustees' Inspection Rights: Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Right to Copy and Make Extracts: Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. Annual Report: The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Trustees of the corporation, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6. Annual Statement of Specific Transactions: This corporation shall mail or deliver to all Trustees a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any Trustee or officer of the corporation, or its parent or subsidiary (a mere common Trusteeship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Trustee or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 11 FISCAL YEAR

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

**ARTICLE 12
THE AMENDMENT OF BYLAWS**

Proposed amendments to these Bylaws shall be submitted in writing to the Trustees at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority or the unanimous written consent of the Trustees shall be required to adopt a Bylaw amendment.

**ARTICLE 13
THE AMENDMENT OF ARTICLES**

Any amendment of the Articles of Incorporation may be adopted by a vote of the majority or the unanimous written consent of the Board of Trustees.

**ARTICLE 14
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

Section 1. Prohibition Against Sharing Corporate Profits And Assets: No member, Trustee, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**ARTICLE 15
CONFLICT OF INTEREST**

Section 1. Prohibition Against Undisclosed Interests: No member of the Board shall be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation, nor any contract for furnishing services or supplies to the corporation, unless such contract is authorized by a majority of the Board members at a meeting in which the presence of such interested Board member is not necessary for the purposes of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized.

Section 2. Disclosed Interests: No member of the Board shall vote on any questions in which they have a financial interest, other than the common public interest, or on any question concerning their conduct, but on all other questions each member who is present shall vote. In instances where the Board member has interests other than the common public interest, the member shall disclose this interest to the Board. Any member refusing to vote, except when prohibited by this paragraph, shall be deemed delinquent in their duties. Application to abstain from voting must be made before the votes are cast. Upon application to

abstain from voting, the Board member having briefly stated their reason to abstain, shall not be counted in determining either a quorum or a majority of the Board.

When discussing, in private session, personnel or compensation issues related to a Board member who is an officer or employee of the corporation or who is an interested party to the discussion, as defined in these Bylaws, that Board member shall temporarily leave the meeting unless a motion to let that person stay is proposed, seconded and voted for by the majority of the remainder of the Board.

ARTICLE 16 POLICY OF NON-DISCRIMINATION

This corporation is committed to the objectives of diversity and pluralism and to the principles of equal opportunity and non-discrimination. It shall reflect this in its policies, regulations, and operations. It shall maintain a non-exclusive and non-discriminatory admissions program. It shall strive to reflect the diversity of the local community and population at large in its student body, Board, employees, volunteers, and community contacts.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Trustees of said corporation on the date set forth below.

Dated: June 18, 2014

A handwritten signature in black ink, appearing to read "Jenny Bond". The signature is written in a cursive, flowing style with a large initial "J".

Jenny Bond, Secretary