

National University Academy

A California Public Benefit Corporation

Bylaws

ARTICLE I: NAME

The name of this corporation is National University Charter Academy, a California non-profit public benefit corporation.

ARTICLE II: LOCATION

2.1 Principal Office. The Principal Office of the corporation for the transaction of its business is located at:

11355 North Torrey Pines Road
La Jolla, California
92037

2.2 Change of Address. The Board of Directors is hereby granted full power and authority with the Sole Statutory Member's approval to change the Principal Office of the corporation from one location to another in the County of San Diego, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III: PURPOSE

3.1 Objectives and Purposes. The primary objectives and purposes of this corporation shall be to create and operate one or more public Charter schools (a "School") providing public education for residents of the State of California, in accordance with the Charter Schools Act, California Education Code Section 46700, et seq. The corporation shall remain associated or affiliated with National University unless the Sole Statutory Member and all Board of Directors unanimously approve disengagement from National University. The Sole Member also must approve any addition to, or reduction of, the services provided by National University to the corporation.

3.2 Public Benefit. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and California Revenue and Taxation Code Section 23701d.

3.3 Activities. This corporation shall administer and operate National University Charter Academy(s), San Diego County, California as provided by the charter(s) establishing the school(s) and the Charter Schools Act, California Education Code Section 46700, et seq. This includes, but is not limited to, the following activities:

- to make and enter into contracts;
- to employ agents and employees;
- to acquire, construct, manage, maintain or operate any building or works of improvement;
- to acquire, hold or dispose of personal property;
- to acquire and hold or lease real property interests;
- to incur debts, liabilities or obligations;
- to sue or be sued in its own name; and
- to undertake all functions and activities authorized by the Charter establishing the National University Charter Academy(s).

3.4 Name Change. Any change in the name or location of the National University Charter Academy(s) shall not affect the purpose of this corporation, provided that at least one National University Charter Academy shall continue to exist pursuant to a charter approved and authorized pursuant to the Charter Schools Act, California Education Code Section 46700, et seq.

ARTICLE IV: MEMBERSHIP

4.1 Sole Statutory Member. Unless and until these bylaws are amended to provide otherwise, the division of Pre-College Programs shall be the sole statutory member of this corporation (“Sole Statutory Member”) as the term “member” is defined in Section 5056 of the California Nonprofit Corporation Law. The membership of the Sole Statutory Member in this corporation is not transferable.

4.2 Associates. Nothing in this Article shall be construed to limit the corporation’s right to refer to persons associated with it as “members” even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these bylaws, some or all of a member’s rights, set forth in the California Nonprofit Corporation Law, upon any

person who does not have the right to vote for the election of directors, on a disposition of substantially 'all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or bylaws, but no such person shall be a member within the meaning of such Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

4.3 Rights of Sole Statutory Member. The Sole Statutory Member (as the term "member" is defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law) shall have the right to vote, as set forth in these Bylaws to nominate, elect, and approve this corporation's directors; on the disposition of all or substantially all of this corporation's assets; on any merger and its principal terms and any amendment of those terms; on any election to dissolve this corporation; and on the removal of any director or officer of this corporation, with or without cause; and as otherwise required or permitted under the California Nonprofit Public Benefit Corporation Law and/or as set forth in these Bylaws. This clause is not intended to limit any rights or powers the Sole Statutory Member might have under the California Nonprofit Public Benefit Corporation Law or in other Articles of these Bylaws.

4.4 Action by the Sole Statutory Member. Unless otherwise provided in the California Nonprofit Public Benefit Corporation Law, these Bylaws, or any other applicable law, the Sole Statutory Member may exercise the powers and rights of a "member" as defined in these Bylaws, including Article 9.2 of these Bylaws, or the California Public Benefit Corporation Law, without the requirement of a noticed membership meeting, provided that: 1) the Sole Statutory Member or the Secretary of the corporation generate minutes that reflect the decisions of the Sole Statutory Member; and 2) those minutes are promptly served on the officers and directors of the corporation, and any others who are required to receive notice.

ARTICLE V: DIRECTORS

5.1 Duties. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors ("Board"). The Board may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

5.2 Number and Qualifications. The voting number of Directors of the corporation (“Directors”) shall be at least *eight (8)*, but not more than fifteen (15). The number of voting Directors may be changed by a duly adopted amendment to this Bylaw adopted by a vote of the Members. The Chartering districts will add one (I) voting member. The qualifications for directors are generally the ability to attend Board meetings, a Willingness to actively support and promote National University Charter Academy and its affiliated charter schools, if any, and a dedication to its educational endeavors; provided that the directors (1) are subject to the prior approval of the Sole Statutory Member and (2) shall be selected in accordance Sections 5.6 through 5.10.

5.3 Composition. The Board of Directors may include, but is not limited to at least one Director be a parent or guardian of an enrolled student (“Family” Representative), at least one (1) interested member of the community-at-large, at least one (1) voting Director from each of the granting school districts, at least one (1) community at large member and at least two (2) educators. One individual shall be selected to fill each of the foregoing positions; one individual shall not represent more than one Director position. Directors shall serve staggered terms. Directors shall serve a term of two (2) years (Group A), except at the inception where Directors in Group B shall serve a term of only one (1) year so that staggering terms can be accommodated.

Group A:

Jayne Braman/parent Brian Jensen/Education Laurie Blue/Armona District Linda Dominguez/Orange Center District

Group B:

Scott Herrin/Business Linda Doughty/Community/Dr. Joe Zavala/Education, Kevin Bowers/Lakeside District

5.4 Interested Persons. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For the purposes of this Section, “interested persons” means either: (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise; or (ii) 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.

5.5 Conflict of Interest. Directors are subject to the conflict of interest rules under Sections 1090 and 81000, et seq. of the California Government Code and other applicable laws. Any Director that also receives a salary from the corporation as an employee shall not vote on any issue relating to that person's own salary or compensation package.

Election.

5.6 Nominations and Elections. Nomination to the Board shall be made by the Sole Statutory Member or a duly elected Nominating Committee. The Board of Directors gives power to the Sole Statutory Member to elect future Board members, unless the Sole Statutory Member otherwise formally re-delegates that power to the Board, in which case, elections to the Board will be by majority election of the Directors.

Parent Representative. The Parent Representative shall be elected at the last general meeting of the fiscal year by a majority vote of the Board Members in Good Standing, subject to the quorum requirements. In the first year of operation (and all subsequent years), the Parent Representative shall serve for a two (2) year term (Group A).

5.7 Community Representative. The Community-at-large Representative shall be elected at the last general meeting of the fiscal year by a majority vote of the Members of the Board in Good Standing, subject to the quorum requirements. In the first year of operation, the Community Representative shall serve for a one (1) year term (Group B). In all successive years they will be elected for two year terms. A Community Representative shall not also be a parent, guardian, or Sponsor of a student currently in the school, a staff member or a member of the school administration.

5.8 District Representative. The District Representative(s) shall be appointed by the Charter-granting district concurrently with the timing of the last general meeting of the fiscal year of National University Charter Academy. The District Representative shall serve for a one (1) year term.

5.9 Community Representative. The Community Representative shall be elected at the last general meeting of the fiscal year by a majority vote of the Board of Directors in Good Standing, subject to the quorum requirements. In the first year of operation, the Community Representative shall serve for a one (1) year term (Group B);

5.10 Educational Representative. The Education Representatives shall be from the educational field, currently serving as a K-12 instructor, administrator or college/university faculty. One education representative shall serve from Group A and one from Group B.

5.11 Limit on Consecutive Terms. No Director shall serve more than three (3) consecutive terms, nor be selected for a third term if the completion of that term would result in more than five consecutive years of service.

5.12 Resignations and Removals. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director; (2) whenever the number of authorized Directors is increased; or (3) whenever Directors are removed from office and not immediately replaced.

5.13 Removal by Court Order. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

5.14 Removal by Default. The Board of Directors or Sole Statutory Member may declare vacant the office of a Director who fails to attend three (3) successive or one-third (1/3) of the meetings scheduled in one year.

5.15 Removal by Majority or Sole Statutory Member Vote. A Director may be removed without cause by a vote from the Sole Statutory member or a vote of two-thirds (2/3) majority of the Directors then in office.

5.16 Resignation. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

5.17 Filling Vacancies. Vacancies on the Board shall be filled by the Sole Statutory Member pursuant to the provisions in Article 5.6. If the Sole Statutory Member does not act promptly to fill any vacancy on the Board, the position may be temporarily filled by appointment by the Board pending election by the Sole

Statutory Member. The filling of vacancies shall be in accordance with the Brown Act.

5.18 Temporary Appointment. A vacancy may be filled by a temporary appointment by the Sole Statutory Member.

5.19 Compensation. Directors shall serve without any compensation for their service as Directors. Directors may receive a reasonable advance or reimbursement of expenses incurred in the performance of their duties as may be fixed or determined by resolution of the Board of Directors and in accordance with Cal Corp. Code § 315. Directors may not be compensated for rendering services to the corporation in any capacity other than Director or Officer unless such other compensation is reasonable and is allowable under the provisions of Section 4.3.2, “Conflict of Interests”.

Liability.

5.20 Non-Liability of Directors. No Director shall be held personally liable (individually or collectively) for the debts, liabilities, or other obligations of the corporation, except, and only to the extent to which, such liability is proven to be the direct result of specific criminal misconduct by said Director.

5.21 by Corporation of Directors, Officers, Employees, and Other Agents. To the extent that a person who is, or was, a Director, Officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

5.22 Insurance for Corporate Agents. The Board of Directors shall adopt a resolution authorizing- the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee or other agent of the corporation) against any liability other than for violating provisions of law

relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

5.23 Regular Meetings. Regular meetings of the Board of Directors shall be held the third *Tuesday* of each month at 12:00 PM. The Board may modify the time, date and frequency of such Regular Meetings from time to time," as it sees fit, provided that Regular Meetings are held at least quarterly and that such changes are otherwise in keeping with these Bylaws and other applicable laws and regulations.

5.24 Special Meetings. Special meetings of the Board of Directors may be called by the Sole Statutory Member or any one or more Officers or Directors in accordance with Section 5211 of the California Nonprofit Corporation Law, as may be limited by the California Government Code Sections 54954, et seq.

Notice of Meetings.

5.25 Regular Meetings. Regular meetings of the Board of Directors may be held at the times specified in Article IV, Section 4.10.2, without the requirement of additional notice, except to the extent required by the Brown Act or other applicable laws or regulations.

5.26 Annual Meeting. Annually (*December*) the Board shall meet for the purpose of organization, appointment of officers and the transaction of such other business as may properly be brought before the Board. The meeting shall be held at a time, date and place as may be specified and noticed by resolution of the Board.

5.27 Special Meetings. Special meetings of the Board may be held upon 24 hours notice, delivered to each director by electronic mail, personally, or by telephone, provided that 24 hours public notice is also provided, in accordance with the Brown Act or other applicable laws and regulations. Individual notice to Directors may also be sent via first class mail or telegraph, provided that five (5) calendar days notice is provided to those recipients, with such notice deemed to be delivered on its deposit in the mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation.

5.28 Public Notice. Public notice for regular and special meetings shall be deemed to have been delivered at the time of posting in at least two public places that are in accordance with Section 54954, *et seq.* of the California Government Code and other applicable laws.

5.29 Adjourned Meetings. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than four (4) hours from the time of the original meeting, provided that such adjournment is consistent with the Brown Act or other applicable laws and regulations. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than four (4) hours from the time of the original meeting.

5.30 Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice, except that specific topics requiring Board action shall be listed in an enclosed agenda, to the extent required by the Brown Act or other applicable laws and regulations. The Board may set time limits for discussion of each or any agenda item contained in the notice.

5.31 Waiver of Notice and Consent to Holding Meetings. The transaction of any meeting of the Board of Directors, 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 herein defined, is present and provided that either before or after the meeting each Director 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. The remainder of this section notwithstanding, such waivers of notice and proceedings shall be valid only to the extent to which the meeting was nonetheless held in compliance with the Brown Act and all other applicable laws and regulations.

5.32 Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, the Clerk, or in his or her absence, by the *Secretary to the Board*. The Secretary 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.

5.33 Time Limits. Each person present at a meeting of the Board of Directors may speak briefly regarding the agenda items. The Chairperson of the meeting may set a time limit for each speaker, as well as a cumulative time limit for all speakers. The Chairperson may waive or extend the time limit for any speaker(s) or any agenda items without prejudice to enforcing the time limits for any other speaker(s) or agenda items.

Board Action.

5.34 Quorum. A majority of the authorized number of Directors constitutes a quorum. 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, as herein defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. The Directors 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 Directors 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 the Bylaws of this corporation.

5.35 Majority and Board Action. Every act or decision executed or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the, Board of Directors, except to the extent that any of the following require a greater percentage or different voting rules for approval of a matter by the Board:

- 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 director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238(e)).

5.36 Action by the Board of Directors. No action shall be taken (as defined in Section 54952.6 of the Brown Act) by the Board of Directors in violation of the Act or other applicable laws and regulations, including but not limited to the right of the public to public notice of meetings (as defined in Section 54952.2 of the

Brown Act), and attendance at Board meetings other than those sessions which are closed in accordance with the Brown Act and other applicable laws.

ARTICLE VI: OFFICERS

6.1 Number of Officers: The officers of this corporation shall be a president and a clerk. The corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed by the Board or the Sole Statutory Member. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

6.2 Appointment of Officers. Except as otherwise specified in Sections 3, and 9 of this Article, the officers of the corporation shall be chosen annually by the Board, with the approval of the Sole Statutory Member, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

6.3 Subordinate Officers. The Board or the Sole Statutory Member may appoint and may empower the president to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

6.4 Officers.

- President. The president is the chief executive officer of the corporation and has general supervision, direction and control of the business and affairs of the corporation. The president has the general management powers and duties usually vested in the office of president of a corporation, as well as such other powers and duties as may be prescribed from time to time by the Board.
- Clerk. In the absence or disability of the president, vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The

vice presidents shall have such other powers and perform such other duties as the Board may prescribe from time to time.

- Secretary. The secretary shall keep or cause to be kept, at the principal office of the corporation the State of California, the original or a copy of the corporation's Articles of Incorporation and bylaws, as amended to date, and a register showing the names of all directors and their respective addresses. The secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The secretary also shall keep or cause to be kept at the principal office, or at such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding; whether regular or special; if special how authorized; the notice thereof given; the names of those present and absent; and the proceedings thereof. The secretary shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by law to be given; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- Chief Financial Officer. The chief financial officer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director. The chief financial officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the corporation as shall be ordered by the Board, shall render to the President and the directors, upon request, an account of all transactions as chief financial officer. The chief financial officer shall present an operating statement and report, since the last preceding board meeting, to the Board at all regular meetings. The chief financial officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

6.5 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board or the Sole Statutory Member at any time. In the case of an officer appointed by the President, the President shall also have the power of removal. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. The Board, with the approval of the Sole Statutory Member, shall have the authority to select officers to fill vacancies.

ARTICLE VII: INDEMNIFICATION

7.1 Definitions. For the purposes of this Article, “agent” means any person who is or was a trustee, director, officer, or employee of this corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a trustee, director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; and “proceeding” means any threatened, pending completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 7.4 or 7.5 of this Article.

7.2 Indemnification in Actions by Third Parties. This corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines,

settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner” which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

7.3 Indemnification in Actions by or in the Right of the Corporation. This corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted regulator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

- i. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person’s duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- ii. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- iii. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

7.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

7.5 Required Determinations. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 7.2 or 7.3 of this Article, by:

- A majority vote of a quorum consisting of directors who are not parties to such proceeding;
- Approval of the Sole Statutory Member; or
- The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

7.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

7.7 Other Indemnification. No provision made by this corporation to indemnify its or its subsidiary's trustees, directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

7.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 7.4 of this Article, in any circumstances where it appears:

- That it would be inconsistent with a provision of the Articles of Incorporation, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.9 Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

7.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

7.11 Indemnification and the California Tort Claims Act. Notwithstanding any other provision of this Article VI, following the grant of a public school charter to the corporation, the corporation shall have the right and obligation to insure, defend, and indemnify its employees, officers, and directors for all claims brought pursuant to the California Tort Claims Act (Government Code Section 810, et seq.) to the fullest extent allowed under such Act.

ARTICLE VII: MISCELLANEOUS

8.1 Fiscal Year. The fiscal year of the corporation shall be a fiscal year ending June 30.

8.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board, and of any executive committee or other committees of the directors, shall be open to inspection at any reasonable time upon the written demand of any member of the Board. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

8.3 Checks, Drafts. Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board or the executive committee, if any, or by the President.

8.4 Endorsement or Execution of Documents and Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the president, certain designated vice-presidents, the secretary or the chief financial officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Additionally, by resolution of the Board, general signatory authority may be granted and delegated to other persons on behalf of the corporation. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board or the President. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE IX: EFFECTIVE DATE AND AMENDMENTS

9.1 Effective Date. Subject to the approval of the Sole Statutory Member, these bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption and approval by the Sole Statutory Member, unless the Sole Statutory Member directs otherwise.

9.2 Amendments. These bylaws may be amended or repealed and new bylaws adopted only by the Sole Statutory Member.

CERTIFICATE OF ADOPTION

I, the undersigned, do hereby certify that I am the Sole Statutory Member, and that the foregoing Bylaws constitute the Bylaws of such corporation as duly adopted by the Sole Statutory Member on July 7, 2014, and which will be ratified on July 10, 2014.

Date: July 7, 2014

Signed: _____