

**MINUTES OF A MEETING OF  
THE BOARD OF DIRECTORS OF  
THE LOS ANGELES LEADERSHIP ACADEMY**

**Monday, January 11, 2016**

The following members of the Board of Directors (the “Board”) of The Los Angeles Leadership Academy (the “Academy”), pursuant to notice duly given or waived, attended the meeting at 2670 Griffin Avenue, Los Angeles, California, and constituted a quorum for the transaction of business in accordance with the California Nonprofit Public Benefit Corporation Law and the bylaws of the Academy:

Mary Atwater James  
Eric Barron  
Sally Chou  
Mona Field  
Martin Frank  
Rohan Gupta  
Carol Ann Leif  
Roger Lowenstein  
David Nickoll  
Daniel Provencio  
Christian Sarabia  
Jeff Sobrato

The following members of the Board were absent from the meeting:

Beth Bernstein-Yamashiro  
Rick Rosen  
Allan Rudnick  
Diane Prins Sheldahl  
Bill Urick  
Justin Weissman

Also in attendance at the invitation of the Board were: (i) Arina Goldring-Ravin, Executive Director; (ii) Cynthia Cuprill, High School Principal; (iii) Mercedes Ibarra, Primary School Principal; (iv) Ramisi Dilley, Development Director; (v) Kristin Dietz, Chief Financial Officer; (vi) Chris Ahn and Jonathan Lee, outside counsel; and (vii) certain of the Academy’s students, parents, teachers and administrators.

The meeting was called to order by Mr. Nickoll at approximately 4:30 p.m. Pacific time. Mr. Lee acted as secretary for purposes of the meeting.

***Introductory Remarks***

Mr. Nickoll began the meeting by describing the Board’s open communications procedures to the members of the public in attendance. Mr. Nickoll noted that members of the

public who wish to address the Board may do so by indicating on the comment cards made available at the meeting whether they intend to address either (i) a specific agenda item, which comments would be heard at the time the Board addresses such item, or (ii) a non-agenda item, which comments would be heard during the period reserved for open communications. Mr. Nickoll also noted that addresses by members of the public on any item would be limited to two minutes.

### ***Open Communications***

Mr. Nickoll invited members of the public in attendance to address the Board on non-agenda items. No members of the public elected to address any non-agenda items.

The Board collected no comment cards from members of the public in attendance with respect to specific agenda items.

### ***Approval of Minutes***

Mr. Nickoll made a presentation regarding the minutes of the meeting of the Board held on November 3, 2015 (the "Minutes"). The Minutes were approved as read.

Mr. Sobrato then joined the meeting.

### ***Executive Director Report***

Ms. Goldring-Ravin made a presentation regarding the primary school charter renewal petition process. Ms. Goldring-Ravin reported that it had been recommended to the Board of Education (the "LAUSD Board") of the Los Angeles Unified School District (the "LAUSD") that the charter be renewed for five years, and that the LAUSD Board would formally vote on the charter renewal on January 12, 2016. Ms. Goldring-Ravin described certain benchmarks provided by the LAUSD in connection with the charter renewal. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board.

Ms. Goldring-Ravin then made a presentation regarding oversight visit reports of the LAUSD, copies of which were distributed to the Board prior to the meeting. Ms. Goldring-Ravin discussed each grade in the oversight visit reports and described certain proposed actions to be taken in response thereto, including, among other things, updating the Academy's fiscal policies and director contact information.

Ms. Goldring-Ravin then made a presentation regarding the proposed updates to the Academy's 2015-2016 Handbooks for Students and Parents, copies of which were distributed to the Board prior to the meeting (the "Handbooks"), to incorporate comments made by the LAUSD.

Ms. Goldring-Ravin then made a presentation regarding the Academy's Independent Study Policy and reviewed the proposed Independent Study Agreement, a copy of which was distributed to the Board prior to the meeting. Discussion ensued, and Ms. Goldring-Ravin answered questions from the Board.

Ms. Dietz then made a presentation regarding the Revised Budget for Fiscal Year 2015-2016 and the Multi-Year Budget for Fiscal Years 2016-2017 and 2017-2018, copies of which were distributed to the Board prior to the meeting. Ms. Dietz discussed, among other things, (i) the plan for deployment of the Educator's Effectiveness Grant received in Fiscal Year 2015-2016 (the "Educator's Effectiveness Expenditure Plan"), (ii) the plan for deployment of funds received from the Education Protection Account (the "EPA Spending Plans") in Fiscal Year 2015-2016 and (iii) the Academy's First Interim Report for Fiscal Year 2015-2016. Discussion ensued, and Ms. Dietz answered questions from the Board.

Ms. Atwater James then joined the meeting.

### ***Student Council Reports***

Students of the Academy's primary school and middle school were still on winter vacation and not in attendance.

The Leadership Advisor of the Academy's middle school, Jason Theophilus, made a presentation to the Board regarding, among other things, (i) certain student social activities and (ii) the student leadership program. Discussion ensued, and Mr. Theophilus answered questions from the Board.

Students of the Academy's high school made a presentation to the Board regarding certain recent and upcoming events, including, among other events, (i) certain tutoring and enrichment programs, (ii) field trips and (iii) college admissions for members of the senior class. Discussion ensued, and the students answered questions from the Board.

### ***Curriculum Council Report***

Amanda Peralta, a teacher at the Academy's primary school, made a presentation to the Board regarding the Curriculum Council's academic goals and the progress made in achieving those goals. Discussion ensued, and Ms. Peralta answered questions from the Board.

### ***Primary Parent-Teacher Council Report***

Mireya Sagovia, a member of the Academy's Primary Parent-Teacher Council and representative of the Academy's primary school parents, made a presentation to the Board regarding, among other things, (i) an upcoming stay-in movie night hosted at the Academy's primary school, (ii) an upcoming field trip for the fifth grade class and (iii) certain past events, including a Thanksgiving potluck and raffle. Discussion ensued, and Ms. Sagovia answered questions from the Board.

### ***Principals Reports***

Prior to the meeting, written reports regarding each of the Academy's primary, middle and high schools were distributed to the Board. Mses. Ibarra and Cuprill made presentations regarding the Academy's primary and high schools, respectively, including, among other things, recent test results for the Academy (and as compared to nearby schools), curriculum, attendance, professional development, and recent and upcoming events and funding requests. Marvin

Jacobo, the Middle School Principal, was ill and not in attendance. Discussion ensued, and Meses. Ibarra and Cuprill answered questions from the Board.

Ms. Leif then left the meeting.

### ***Discussion of Farm Plan***

Mr. Lowenstein announced that a grant had been received to fund a new farming program at the Academy's high school facility. Mr. Lowenstein described proposed benefits to the students from participation in the program and mentioned certain potential partners to the program who were willing to contribute time, equipment or funds.

Britt Browne, the farm manager, then made a presentation regarding, among other things, (i) her career experience in farming, (ii) her experiences working with students on the project and (iii) her outlook for the program. Discussion ensued, and Ms. Browne answered questions from the Board.

### ***Discussion of Board Retreat***

Mr. Nickoll announced that a retreat in which the Board would meet to discuss the Academy's strategic plans would soon be scheduled.

### ***Approval of Revised Budget for Fiscal Year 2015-2016***

Mr. Ahn made a presentation regarding the proposed Revised Budget for Fiscal Year 2015-2016. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the Revised Budget for Fiscal Year 2015-2016; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Revised Budget for Fiscal Year 2015-2016.

**NOW, THEREFORE, BE IT RESOLVED**, that the Revised Budget for Fiscal Year 2015-2016 be, and it hereby is, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.

Opposed (0): None.

Abstentions (0): None.

### ***Approval of EPA Spending Plans***

Mr. Ahn made a presentation regarding the proposed EPA Spending Plans. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the EPA Spending Plans, including with respect to the related signatories and credit cards; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the EPA Spending Plans.

**NOW, THEREFORE, BE IT RESOLVED**, that the EPA Spending Plans be, and they hereby are, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.  
Opposed (0): None.  
Abstentions (0): None.

***Approval of Educator’s Effectiveness Expenditure Plan***

Mr. Ahn made a presentation regarding the proposed Educator’s Effectiveness Expenditure Plan. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the Educator’s Effectiveness Expenditure Plan; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Educator’s Effectiveness Expenditure Plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the Educator’s Effectiveness Expenditure Plan be, and it hereby is, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.  
Opposed (0): None.  
Abstentions (0): None.

***Approval of Revised Fiscal Policies and Appointment of Officers***

Mr. Ahn made a presentation regarding the Academy’s proposed revised fiscal policies and the appointment of Ramisi Dilley and Tina Butler as officers of the Academy. After discussion, upon motion duly made and seconded, the Board unanimously approved the resolutions attached hereto as Exhibits A and B.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of Compliance Monitoring Checklists***

Mr. Ahn made a presentation regarding the Academy's proposed Compliance Monitoring Checklists, copies of which were distributed to the Board prior to the meeting. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the Compliance Monitoring Checklists; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Compliance Monitoring Checklists.

**NOW, THEREFORE, BE IT RESOLVED**, that the Compliance Monitoring Checklists be, and they hereby are, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of Amended Bylaws***

Mr. Ahn made a presentation regarding the proposed amendments to the Academy's bylaws. After discussion, upon motion duly made and seconded, the Board unanimously approved the resolutions attached hereto as Exhibit C.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.  
Opposed (0): None.  
Abstentions (0): None.

### ***Approval of Independent Study Policy***

Mr. Ahn made a presentation regarding the Academy's proposed Independent Study Policy. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the Independent Study Policy; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Independent Study Policy.

**NOW, THEREFORE, BE IT RESOLVED**, that the Independent Study Policy be, and they hereby are, approved and adopted, with such changes, additions, deletions, amendments or

modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.

Opposed (0): None.

Abstentions (0): None.

***Approval of Updated 2015-2016 Handbooks for Students and Parents***

Mr. Ahn made a presentation regarding the proposed updates to the Handbooks. After discussion, upon motion duly made and seconded, the Board unanimously approved the following resolutions:

**WHEREAS**, the Board has been presented with and reviewed the updated Handbooks; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the updated Handbooks.

**NOW, THEREFORE, BE IT RESOLVED**, that the updated Handbooks be, and they hereby are, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable.

In Favor (11): M. Atwater James, E. Barron, S. Chou, M. Field, M. Frank, R. Gupta, R. Lowenstein, D. Nickoll, D. Provencio, C. Sarabia and J. Sobrato.


Opposed (0): None.

Abstentions (0): None.

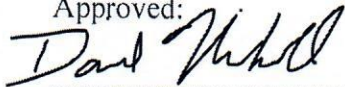
\* \* \*

There being no further business to come before it, the meeting was, upon motion duly made and seconded, adjourned at approximately 7:00 p.m. Pacific time.

Respectfully submitted,

  
Jonathan Lee  
Secretary of the Meeting

Approved:



David Nickoll  
Chairman of the Meeting

**EXHIBIT A**

**Appointment of Officers**

**WHEREAS**, the Board of Directors (the “Board”) of The Los Angeles Leadership Academy (the “Academy”) deems it advisable and in the best interests of the Academy to appoint certain officers of the Academy (the “Officers”).

**NOW, THEREFORE, BE IT RESOLVED**, that the following persons be, and they hereby are, elected to serve as Officers in the office designated opposite their respective names, to serve in accordance with the Amended Bylaws (as amended from time to time):

Ramisi Dilley	Director of Development and Compliance
Tina Butler	Director of Student Support Services



## **EXHIBIT B**

### **Approval of Revised Fiscal Policies**

**WHEREAS**, the Board desires to amend the fiscal policies of the Academy to, among other things: (1) add Ramisi Dilley, in her capacity as Director of Development and Compliance of the Academy, and Tina Butler, in her capacity as Director of Student Support Services of the Academy, as authorized signatories to the deposit and other accounts of the Academy (each an “Authorized Signatory”); and (2) authorize Ramisi Dilley as an authorized purchaser who shall be issued a credit card to make purchases of \$10,000 or less on behalf of the Academy (an “Authorized Purchaser”);

**WHEREAS**, the Board has been presented with and reviewed the amended fiscal policies of the Academy in the forms attached hereto as Annex C-I (the “Fiscal Policies”); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to approve and adopt the Fiscal Policies.

**NOW, THEREFORE, BE IT RESOLVED**, that the Fiscal Policies be, and they hereby are, approved and adopted, with such changes, additions, deletions, amendments or modifications as any of the Executive Director or the Director of Finance of the Academy deem necessary, proper or advisable;

**RESOLVED FURTHER**, that each of Ms. Dilley and Ms. Butler be, and each of them hereby is, authorized, empowered and directed to execute any document or authorize any transaction in connection with any deposit or other account of the Academy, and to do or cause to be done all other things and acts, to execute and deliver or cause to be executed and delivered all other instruments, documents and certificates and to pay or cause to be paid all costs, fees and taxes as may be, in each of their sole judgments, necessary, proper or advisable; and

**RESOLVED FURTHER**, that the Board will review the individuals designated to serve as Authorized Signatories and Authorized Purchasers not less than once per fiscal year.

### **Approval of Executive Director Expenses**

**NOW, THEREFORE, BE IT RESOLVED**, that the reimbursement of any expenses of the Executive Director of the Academy shall be approved by a member of the Audit Committee or the Chairperson of the Finance Committee prior to any such reimbursement.

**Annex B-I**  
**Fiscal Policies**

# Los Angeles Leadership Academy

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# GENERAL ACCOUNTING POLICIES AND PROCEDURES MANUAL

ACCOUNTING POLICIES

Draft

## **OVERVIEW**

### **GENERAL**

The Governing Board of Los Angeles Leadership Academy has reviewed and adopted the following Fiscal Policies to support the mission of the school and ensure the most effective use of resources. These processes are designed to ensure that resources are budgeted, properly accounted for, and safeguarded. The Policies are also designed to ensure that expenses are properly authorized and in accordance with the school's budget and mission. These Policies serve as the internal controls over the fiscal activities of the school.

All processes are designed with key accounting rules in mind. Financial duties and responsibilities are separated so that no one employee has sole control over cash receipts, disbursements, payroll processing, reconciliation of bank accounts, or safeguarding of assets.

### **LEGAL STRUCTURE**

Los Angeles Leadership Academy ("LALA") is a California Corporation and is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. As of 7/1/10, LALA operates two charter schools in two locations in Los Angeles, California, sponsored by LAUSD. Los Angeles Leadership Academy has offices at each site and operates one middle school and one high school under Los Angeles Leadership Academy (charter #461) and one elementary school under Los Angeles Leadership Primary Academy (charter #1333)

Charter Name	Charter Number	Location (09-10)	Start Date of Charter (new or renewal)	Expiration Date of Charter
Los Angeles Leadership Academy (LALA)	461	Los Angeles	7/1/2007	6/30/2018
Los Angeles Leadership Primary Academy (LAPA)	1333	Los Angeles	7/1/2011	6/30/2017

### **METHOD OF ACCOUNTING**

The books and records of Los Angeles Leadership Academy are prepared using the accrual method of accounting. Under this method, revenues are recognized when earned and expenses are recognized when incurred.

### **ACCOUNTING SYSTEM**

LALA follows the Standardized Account Code Structure (SACS) and utilizes Resources to track restricted activities. All daily accounting transactions are processed in house. Director of Finance managed all financial daily operations to ensure accurate and timely processing of accounting transactions, budgets, cash flow projections, and financial reporting and compliance. Effective 7/1/14, LALA uses NetSuite for maintaining its general ledger activities and has contracted with EdTec, as a third-party service provider, to ensure accurate and timely financial reporting and fiscal compliance and provides integral support with month-end reporting, cash flow, budgeting and compliance reporting.

**CASH ACCOUNTS**

LALA obtains board approval before opening or closing any bank or investment accounts. LALA currently maintains the following bank accounts:

- Main Checking Account (9121-1599)** - PacWest Bank
- Griffin Maintenance Account (9123-1858)** - PacWest Bank
- Checking – (9124-7573)** - 1<sup>st</sup> Century Bank (Los Angeles, CA)
- Fundraising Accounts -9125-5715** - Chase School Fundraising Account
- 9125-6580** - Chase Student Fundraising Account
- 9125-9828** - MSPA Parent Council

All bank accounts are reconciled on a monthly basis by Director of Finance, all accounting records are kept in a secured location.

**ANNUAL FINANCIAL AUDIT**

The Governing Board will annually appoint an audit committee by February 1<sup>st</sup> to select an auditor by March 1<sup>st</sup> for that year's audit (year-ending June 30). Any persons with expenditure authorization or recording responsibilities within the school may not serve on the committee.

The annual audit shall include the following:

- Audit of the accuracy of the financial statements
- Audit of attendance accounting and revenue accuracy practices
- Audit of internal control processes

The annual audit report will be presented to the Governing Board by December 1<sup>st</sup> of each year and distributed to required third parties no later than December 15<sup>th</sup> following year-end.

**AUTHORIZED CHECK SIGNERS**

The following parties are authorized to sign checks for the main checking accounts, maintenance account and fundraising account:

**Executive Director**  
**Director of Student Support Services**  
**Director of Development and Compliance**

There is dual signature requirement for the checks more \$10,000. Authorization limits and approvals must be followed. Authorization limits apply to specific individuals for purchases.

Reimbursements to any members with check signing ability must be approved by an authorized individual other than the person being reimbursed.

**LINE OF CREDIT**

LALA has a line of credit with 1<sup>st</sup> Century Bank in the amount of \$400,000 that is renewed annually. Draw downs on lines of credit require the approval of the Executive Director.

**CASH RECEIPTS AND DEPOSITS**

The School receives checks and cash throughout the year. The main source of cash receipts is State and Federal revenue and fundraising income. The following processes are followed to insure effective, timely and accurate reporting of cash receipts in general ledger, safeguarding of assets and ensuring adequate separation of duties.

Mail delivered to the Central Office is opened by designated staff member and delivered to the Office manager. Office manager prepare a Cash Receipts Form, including details of the source of funds and proper coding per chart of accounts.

All checks to be deposited are placed in a secured Location until deposited via remote or delivery to the bank by the designated person.

All deposit information is reviewed by Director of Finance to ensure timely entry in the accounting system. Records of deposits are filed at the school. Each record of deposit should include the following items: cash receipts form signed by preparer, remote deposit verification or receipt of deposit from the bank, supporting documentation for the deposit, copies of checks deposited.

For any checks received that do not clearly indicate their source or nature by the supporting documentation, the Executive Director or Principal will include sufficient coding or explanation to ensure proper coding in the accounting system.

The school will collect cash from time to time. Cash received is segregated as to type (food sales, fundraising, etc.) and tallied. Total amounts by type are verified by a second person and a deposit form is prepared. If the cash cannot be deposited the same day, it is stored in a locked cabinet. The designated staff member contacts the bank representative at 1<sup>st</sup> Century bank when cash deposits need to be made, and the bank arranges for a direct courier pick up.

Deposits should never be held at the school site more than week. All money a waiting for deposit must be stored in a locked and secure location with limited access for only authorized employee.

**PURCHASES AND CASH DISBURSEMENTS**

The Office Manager, Principals, Assistant Principals, Executive Director and Board President are authorized to make purchases on behalf of LALA.

At least one of the following must accompany all cash disbursement transactions and proper authorization must be clearly indicated:

- Purchase Order, with proper authorization
- Check Request/Employee Reimbursement Request with proper authorization and supporting documentations attached ( for the check request- an invoice, for the reimbursement request –original receipts)
- Travel Reimbursement Form with proper authorization and supporting documentations attached

The Principal is authorized to make purchases up to \$2,999.99 for office supplies and general operating expenses of the school. Purchases of \$3,000 to \$24,999 require approval by the Executive Director. Purchases in excess of \$25,000 require board approval.

For recurring transactions with prior approval, payment may be made without direct approval from the Executive Director or Board.

Director of Finance is in charge of purchases and monitoring spending for each resource during the year.

## **PURCHASES AND CASH DISBURSEMENTS**

### **Purchasing Process:**

- The Office Manager receives a request by an employee to make a purchase or a signed Purchase Order with proper authorization
- If an employee is requesting a purchase, the Office Manager prepares a purchase order and submits it to the site administrator for approval.
- The Director of Finance reviews the purchase order for proper coding and that the expense is within budget and aligned with the school's needs and mission.
- The Office Manager makes purchases only after receiving approved purchase orders
- Purchase orders are notated when order has been placed and are stored in a Pending Purchase Orders file until the order has been fulfilled.
- When goods are received, the packing slip is reviewed and compared to the actual delivery and to the purchase order for accuracy.

Accounts Payable checks are processed weekly by the accounting department at Los Angeles Leadership Academy.

### **BILL PAY PROCESS:**

- Designated staff member opens mail and delivers all invoices bills and statements to the office manager.
- Accounting Department receives invoices for payment.
- Each invoice is stamped "Received" with date and is reviewed for accuracy, proper authorization, and completeness. Invoices must be accompanied by a Check Request/Employee Reimbursement Request, Purchase Order and Packing Slip if applicable. If the invoice was for a purchase of merchandise where a purchase order was prepared, the Office Technician matches the purchase order to the invoice and verifies amount and items included
- Every purchase must be accompanied by valid, written supporting documentation with proper signatures (invoice, contract, receipt, etc.)
- Accounting specialist entered invoices to the ESP system. Once all bills have been entered, a report of AP Transactions is printed from ESP and submitted to Director of Finance for review, along with the bills and AP Batch Header.
- Director of Finance notates any changes and returns the reviewed AP package to the Accounting Specialist for revision.
- Accounts Payable aging report and available cash balances are reviewed and invoices are selected for payment.
- Checks are printed and matched to invoices
- Executive Director Reviews and signs checks.

Accounting department maintains the checks for the all bank accounts, filed by bank account and by vendors.

### **PETTY CASH**

The school does not currently maintain a petty cash account. Cash transactions are collected and deposited as necessary (see CASH RECEIPTS section above).

**CREDIT CARD TRANSACTIONS)**

LALA holds several credit cards from California Credit Union Bank to be used for regular operating expenses. The following parties are authorized to make purchases using the credit card:

- Principal - MS
- Principal – HS
- Principal – ES
- Director of Development and Compliance
- Executive Director

Credit card transactions are logged, reviewed and reconciled to the statements each month. Supporting documentation and receipts accompany the credit card statements on a monthly basis.

The credit card activities are reviewed by the Director of Finance and Executive Director as a part of the Account Payable check review process and are paid in full each month.

All original credit card receipts with expense report are provided to the accounting department for review and payment. If any purchase is not pre-approved, school related or containing original receipts or affidavit of purchases in lieu of receipts, the purchase and the subsequent payment will be the credit card holder's responsibility.

**EMPLOYEE EXPENSE REIMBURSEMENT POLICY**

All purchases incurred and expenses on behalf of Los Angeles Leadership Academy should be preapproved by Principals, Director of Finance or Executive Director. Purchases cannot include alcohol, personal items or other prohibited expenses. After purchase is made, an employee completes form "Request for the reimbursement" with original receipts attached and submit it for approval. After request will be approved check will be processed by accounting department.

Reimbursement requests must be submitted within 30 days of purchases for payment to be honored. Any reimbursement requests that are not submitted in a timely manner may not be paid. If purchases occur in June, reimbursement requests must be received no later than July 31<sup>st</sup> in order to be included in the proper fiscal year.

**TRAVEL EXPENSE REIMBURSEMENT POLICY**

In general, employees will be reimbursed for allowable expenses incurred – up to the limit of the prevailing Federal Per Diem rate – while on school-related travel. These expenses must be submitted on a Check Request Form and require approval by the School Principal or Executive Director. If the Principal is requesting reimbursement, the Executive Director must approve the form.

Any travel expenses greater than the per diem rate must be preapproved by the Executive Director.

Mileage is also reimbursable for necessary business travel that takes an employee further from their home than their usual commute to work or that requires an employee to travel to an additional location beyond their normal work location. Mileage will be reimbursed at the prevailing Federal mileage reimbursement rate.

Overnight hotel stays are only approved in cases where an employee is attending a conference or event that is outside of the greater Los Angeles area. Any overnight travel must be approved in advance by the Executive Director or the Board of Directors.

Advances for travel will not be provided prior to travel.

Reimbursement requests must be submitted within 30 days of travel for payment to be honored. Any reimbursement requests that are not submitted in a timely manner may not be paid. If travel occurs in June, reimbursement requests must be received no later than July 31<sup>st</sup> in order to be included in the proper fiscal year.



### **FUNDRAISING ACTIVITIES**

The school conducts fundraising activities from time to time that generate cash income. There will be a Fundraising Committee who will oversee all fundraising activities in separate bank accounts (i.e. 1 for HS, 1 for MS and 1 for Elementary) that will be managed by two designated individuals for each account.

Whenever cash fundraising income is received, the following processes are followed:

- Fundraising activities are overseen by the Fundraising Committee, with prior approval by the Executive Director
- At least two individuals are designated as responsible staff for the collection and reporting of cash proceeds
- Cash collected is always safeguarded by being kept in an envelope or cash box in secure location with responsibility over the cash resting with one or two specific individuals.
- At the end of the day, cash is counted by one staff member while a 2<sup>nd</sup> staff member observes. The counter uses a Cash Receipts Form (obtained from Director of Finance or Office Technician) to count and verify cash proceeds.
- When count is completed, the 2<sup>nd</sup> person re-counts the deposit and signs off authorizing correctness of amount.
- The Cash Receipts form and all proceeds are delivered to the Director of Finance at the end of the day for safeguarding in a locked cabinet.
- If the fundraising activity spans across more than one day, counts should be made daily and delivered to the Director of Finance or Office Technician. If counts cannot be made on a daily basis, the funds should be placed in a sealed envelope with purpose and date indicated and delivered to the Director of Finance or Office Technician for safekeeping until proceeds can be counted.

#### **Under NO circumstances should the following occur:**

- Fundraising activities and cash proceeds received for events or program that Fundraising Committee have NOT given express permission to conduct
- Cash collected and not delivered to the Director of Finance or Office Technician the same day (cash should NEVER be stored in a classroom or location other than the locked cabinet in the main office)

***Important: All money collected must be turned into the Director of Finance or Office Manager on a daily basis in a sealed envelope, with amount, date and source of money clearly marked on the outside.***

### **ATTENDANCE AND STUDENT DATA REPORTING**

LALA utilizes PowerSchool to track student data and attendance and to compile data for required reporting to the District and State. EdTec is responsible for completing the monthly attendance reports as well as the P1, P2 and annual attendance reports. LALA currently contracts with a consultant to ensure accurate and timely reporting of CALPADS data.

### **CASH MANAGEMENT**

At times, cash balances may get very low due to State cash flow deferrals and revenue cycles. Because of this Director of Finance with EdTec support performs detailed procedures to ensure knowledge of cash balances at all times and forecasted cash flow needs into the future. Each week, cash balances are reviewed in conjunction with AP batch approvals and client is informed of any impending cash flow needs in the next 60-90 days.

**PAYROLL**

A personnel file will be maintained for each employee by the Director of HR and will be kept in a locked file cabinet or other secure location in the HR Director's office.

Payroll is processed for Los Angeles Leadership Academy via Paychex, a third-party payroll processing company. Payroll registers and all other required reports are maintained by LALA

Pay dates are as follows:

<u>Pay Date</u>		<u>Pay Period Covered</u>
5 <sup>th</sup>	=	16 <sup>th</sup> -31 <sup>st</sup> of previous month
20 <sup>th</sup>	=	1 <sup>st</sup> – 15 <sup>th</sup> of current month

Salaried employees, including teachers, are paid on a 12-month cycle. Year-round employees are paid July – June of each year, while teachers are paid August – July of each year. Hourly employees are paid based on hours worked as submitted on recalculated and approved time cards. The Principals/Assistant Principal and/or Executive Director review & approve time cards prior to submitting for processing. All overtime should to be approved by the school's Principal or AP prior to being incurred.

Time sheets are submitted each pay period in accordance with the payroll calendar delivered to Los Angeles Leadership Academy in June of each year.

An Employee Handbook will outline other policies related to hours worked, vacation and sick time.

For certificated employees, a log of credential expiration dates will be maintained by the Director of HR and will be monitored on a monthly basis to ensure valid status at all times.

***State Teachers' Retirement System***

All employees in credentialed positions are required to participate in the State Teachers' Retirement System (STRS) for retirement benefits. As such, these employees contribute 8% of eligible pay, and the employer pays 8.88% of eligible pay (rates subject to change annually). STRS reporting must be done through the Los Angeles County's Access-based system, and reports and payments are due to the County by the 5<sup>th</sup> business day of each month for the prior month's contributions.

***Alternative Retirement System***

LALA does not have an alternative retirement system at this time but does provide voluntary deduction options to employees for retirement contributions and other voluntary benefits.

**CONTRACTS AND AGREEMENTS**

Agreements entered into by LALA which obligate LALA to more than \$25,000 must be approved by the Board of Directors. All other authorization rules of purchases apply to contracts.

**INDEPENDENT CONTRACTORS**

The Director of Finance understands the rules regarding independent contractors, and it is LALA practice to obtain a completed Form W9 for all service contracts in excess of \$600 in any calendar year prior to releasing payment to the vendor.

Los Angeles Leadership Academy contracts with several people for various services including accounting, security, visiting artists, etc. If the cost of services is expected to exceed \$600 in any calendar year and the independent contractor is not known to be a corporation, the Director of Finance will request a completed Form W-9 before issuing the first payment. This information will then be used to complete Form CA DE 542 – Report of Independent Contractors (Required by Employment Development Department) within time frame required by State. Forms 1099 for applicable service providers will be prepared and filed by Director of Finance with EdTec support each year in accordance with IRS deadlines.

**CAPITAL ASSETS**

Individual assets purchased or acquired with an original cost of \$5,000 or more and a useful life exceeding one year are capitalized and reported at historical cost or estimated historical cost. This includes new or replacement items such as computers, furniture, equipment, fixtures, etc. Additions, improvements and other capital outlays that significantly extend the useful life of an asset are capitalized. Other costs incurred for repairs and maintenance are expensed as incurred. Depreciation on all assets is provided on the straight-line basis over the various estimated useful lives ranging from 3 to 39 years.

Contributed assets are reported at fair market value as of the date received.

A physical inventory is maintained on all capital assets and computer equipment by the IT Manager at LALA.

**NON-CASH DONATIONS**

All non-cash donations of equipment, books, or other supplies received by LALA shall be recorded at their fair market value at the time of donation.

**RECORD RETENTION POLICY**

LALA maintains a policy of retaining all accounting records for a minimum of 7 years. Accounting documents include:

- Cancelled checks (where applicable) and supporting documentation for all check requests
- Deposits
- Bank reconciliations and supporting documentation
- Journal entries
- Payroll registers and pays records, including quarterly and annual tax filings
- Capital additions schedules and supporting documentation
  
- Depreciation schedules
- Grants and other pertinent financial correspondence from third parties
- Year-end work papers and audit correspondence
- IRS correspondence

***CONFLICTS OF INTEREST***

Any Board member with a financial interest in a matter presented to the Board shall fully disclose such interest prior to Board discussion on the issue and shall recuse themselves from the discussion and voting on the matter. The Board shall develop a separate more comprehensive policy on conflict of interest, hiring of relatives, and compliance with Government Code 1090 and the Fair Political Practices Act.

**FISCAL REVIEW AND BUDGET PROCESS *Fiscal Review Process***

A Finance Committee consisting of the CFO, Executive Director, two board members reviews financial reports each month. Monthly financial reports consist of:

- Balance Sheet
- Budget vs. Actual – Year to Date - compares budget to actual activities
- Month-by-month cash flow report that is re-forecasted each month.
- Check Register for the Month
- Financial Summary highlighting key financial indicators and variances and State Budget info

Any material variances between budget and actual/forecasted amounts are reviewed and discussed with the Finance Committee and actions are proposed as needed to keep the school within budget overall.

**BUDGET PROCESS**

The budget process begins in March-April of each year for the following year. During initial budget discussions, the current year forecast is reviewed in detail, and key assumptions are discussed and gathered.

The CFO works with the Executive Director and Director of Operations to develop initial draft. The draft is then reviewed with the Finance Committee prior to being presented to the Board for approval. The preliminary budget is approved by the Board by June 30<sup>th</sup> of each year.

In the fall of each year, generally mid-October, forecast is reviewed and a revised budget may be drafted (when material assumptions have changed) with newest assumptions and latest enrollment info. The same process as above is followed and a revised budget may be approved, generally by November 30<sup>th</sup>.

In January, when the Governor's budget review is conducted, the budget is again reviewed and revisions are made only if budget changes are material.

**MONTHLY AND YEAR-END FINANCIAL PROCEDURES**

At the end of each month, the following procedures are completed by Director of Finance

- Reconcile all bank and credit card accounts
- Reconcile all balance sheet accounts with activity or large balances
- Review all revenue and expense activities for accuracy
- Review revenues and expenses against current year budget and research large variances
- Prepare financial statements for distribution to the Finance Committee

Financial statements will be prepared and presented to the Finance Committee each month and to the Board of Directors as requested by the Board, but no less than once per year.

At the end of each fiscal year, all balance sheet accounts are reconciled. Accounts receivable is determined and accrued based on those revenues for the current year that have been apportioned but not received as of June 30<sup>th</sup>. Director of Finance communicates directly with the auditors on all financial matters affecting the audit.

## **EXHIBIT C**

### **Amendment of Bylaws**

**WHEREAS**, the Board deems it advisable and in the best interests of the Academy to amend and restate its Bylaws in the form of the Amended and Restated Bylaws attached hereto as Annex A-I (the "Amended Bylaws").

**NOW, THEREFORE, BE IT RESOLVED**, that the Amended Bylaws be, and they hereby are, authorized, ratified, approved, confirmed and adopted.

**Annex C-I**  
**Amended Bylaws**

**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**THE LOS ANGELES LEADERSHIP ACADEMY**

A California Nonprofit Public Benefit Corporation

1. OFFICES; MEMBERS.

1.1 Principal Executive Office.

The principal executive office of The Los Angeles Leadership Academy (the “corporation”) is hereby fixed and located in the County of Los Angeles. The Board of Directors of the corporation (the “Board” or the “Board of Directors”) is hereby granted full power and authority to change the principal executive office from one location to another.

1.2 Other Offices.

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

1.3 Members; Directors.

The corporation has no members. The directors of the corporation shall be those persons designated as such in accordance with these Bylaws, who shall serve as the directors of the corporation, within the meaning of the California Nonprofit Public Benefit Corporation Law.

2. DIRECTORS.

2.1 Powers.

Subject to the provisions of the Articles of Incorporation of the corporation (the “Articles”), of these Bylaws, and of the California Nonprofit Corporation Law, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers, in addition to the other powers enumerated in these Bylaws:

- 2.1.1 To select and remove all the officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be



inconsistent with law, or with the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

- 2.1.2 To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefor not inconsistent with law, or with the Articles or these Bylaws, as they may deem best.

## 2.2 Number and Election of Directors.

- 2.2.1 The authorized number of directors shall be not less than seven (7) individual nor more than twenty-one (21) individuals. The exact number of directors, the individuals to serve as directors, and their term of office shall be determined from time to time by the Board.
- 2.2.2 Directors shall be elected to serve in one (1) of three (3) groups. One-third ( $\frac{1}{3}$ ) of the individuals initially elected shall serve in the first group and shall serve for a term of one (1) year. One-third ( $\frac{1}{3}$ ) of the individuals initially elected shall serve in the second group and shall serve for a term of two (2) years. One-third ( $\frac{1}{3}$ ) of the individuals initially elected shall serve in the third group and shall serve for a term of three (3) years. Subsequent terms of each group shall be for three (3) years in length.
- 2.2.3 Each director shall have one (1) vote, and no director shall have more than one (1) vote.

## 2.3 Resignations; Removal; Vacancies.

- 2.3.1 Any director may resign effective upon written notice to the Chairman of the Board, if any, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.
- 2.3.2 Any director may be removed from office without cause by a majority of the directors then in office.
- 2.3.3 Vacancies in the membership of the Board of Directors existing other than by the lapse of a director's term of office, including those existing as a result of removal of a director, may be filled at any time by a majority of the remaining directors, though less than a quorum, or by a sole

remaining director, and each director so elected shall hold office for the remaining term of office of the person whom such director succeeded.

- 2.3.4 A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, legally declared incompetency, resignation, or removal of any director, or if the authorized number of directors is increased, or if the directors fail, at any regular or special meeting of the directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting, or if a director has been declared of unsound mind by an order of court or convicted of a felony in the United States, or has been found by final order or judgment of any court to have breached a duty under Article 3 of the California Nonprofit Public Benefit Corporation Law.
- 2.3.5 No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

## 2.4 Place of Meeting.

Regular or special meetings of the Board of Directors shall be held at any place designated from time to time by the Board of Directors within the jurisdictional boundaries of the Los Angeles Unified School District (“LAUSD”). Whenever a place other than the principal office is fixed by the Board of Directors as the place at which future meetings are to be held, written notice thereof shall be sent not less than five (5) days before the next regular meeting to all directors who were absent from the meeting at which such place was fixed. In the absence of such designation regular meetings shall be held at the principal executive office of the corporation.

## 2.5 Annual Regular Meetings.

The annual meeting of the Board of Directors shall be held on such date at such time as may be fixed by the Board of Directors; provided, however, that should such day fall upon a legal holiday observed by the corporation at its principal executive office, then any such annual regular meeting of the Board of Directors shall be held at the same time and place on the first Monday following thereafter which is a full business day. Such regular meeting shall be held for the purpose of organization, election of directors and officers, and the transaction of their business. In addition, the Board of Directors shall hold such other regular meetings as the Board of Directors shall establish from time to time.

## 2.6 Special Meetings.

- 2.6.1 Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, if any, the President, or by not less than a majority of the directors.

- 2.6.2 Special meetings of the Board of Directors shall be held upon at least twenty-four (24) hours written notice by e-mail or other similar means of communication. Any such notice shall be (i) addressed or delivered to (a) each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held, and (b) all media outlets that have requested notification of such meetings, and (ii) posted at least twenty-four (24) hours prior to such meeting in a location freely accessible to the public.
- 2.6.3 Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient.
- 2.6.4 The notice shall state the time and place for, and business to be conducted at, the meeting.

2.7 Compliance with the Brown Act.

Regular and special meetings of the Board of Directors shall comply with the applicable provisions of the Ralph M. Brown Act, California Government Code §§ 54950, et seq., as amended from time to time (the "Brown Act"), including, without limitation, the timely posting of a notice of and an agenda for such meetings in compliance with the Brown Act.

2.8 Quorum.

A quorum shall consist of a majority of directors then in office, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by the Articles or the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (a) appointment of committees and (b) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if (i) any action taken is approved by at least a majority of the required quorum for such meeting and (ii) at least a quorum is present for the duration of the meeting.

2.9 Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Notice of any adjournment shall be provided in accordance with the applicable provisions of the Brown Act.

#### 2.80 Teleconference Meetings.

Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment. Teleconference meetings shall comply with the applicable provisions of the Brown Act, including, without limitation, the timely posting of a notice of and an agenda for such meetings at the teleconference locations, which shall be identified in the notice and agenda for the meeting, and public accessibility to such locations in compliance with the Brown Act.

#### 2.11 Fees and Compensation.

Directors and members of committees may receive such reimbursement for expenses incurred on behalf of the corporation as may be fixed or determined by the Board of Directors in accordance with applicable law, including §1090 of the California Government Code.

#### 2.12 Rights of Inspection.

Every director 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. Such inspection by a director may be made in person or by agent or attorney. Without the consent of the Board of Directors, no corporate books, records, or documents shall be used by any director for any purpose not reasonably related to the person's interest as a director. Without limiting the generality of the foregoing, without the consent of the Board of Directors, no corporate books, records, or documents shall be:

- 2.12.1 Used for any purpose which the user does not reasonably and in good faith believe will benefit the corporation;
- 2.12.2 Used for any commercial purpose or purposes in competition with the corporation;
- 2.12.3 Sold to or purchased by any person.

## 2.13 Committees.

The Board of Directors may create one (1) or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board of Directors, and delegate to such committees any of the authority of the Board of Directors except with respect to:

- 2.13.1 The approval of any action for which the Nonprofit Public Benefit Corporation Law of California requires the approval of members of corporations organized under such law which have members;
- 2.13.2 The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors;
- 2.13.3 The amendment or repeal of Bylaws or the adoption of new Bylaws;
- 2.13.4 The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- 2.13.5 The appointment of committees of the Board of Directors or the members thereof; or
- 2.13.6 The expending of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Any such committee must be appointed by resolution adopted by a majority of the number of directors then in office and may be designated an Executive Committee or by such other name as the Board of Directors shall specify. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted and, in the absence of prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted, in each case subject to the Brown Act. The regular and special meetings and other actions of any such committee shall be governed by (i) the Brown Act, and (ii) the provisions of this Article applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee.

Meetings of committees of the Board of Directors created in accordance with this section 2.13 shall comply with the applicable provisions of the Brown Act, including, without limitation, the timely posting of a notice of and an agenda for such committee meetings in compliance with the Brown Act.

## 2.15 Additional Committees; Advisory Board

The Board of Directors shall have such additional committees to serve in an advisory capacity as may from time to time be designated by resolution of the Board of Directors. The Board shall also have the authority to designate an Advisory Board by resolution of the Board of Directors. Such additional committees and Advisory Board may consist entirely or in

part of persons who are not members of the Board of Directors. Such additional committees and Advisory Board shall act in an advisory capacity only and shall not exercise the authority of the Board of Directors. Such additional committees shall be clearly titled as “advisory” committees. The Board of Directors shall have the power to appoint and remove members of such additional committees and members of the Advisory Board as may from time to time be necessary, by a vote of the majority of the directors then in office. Members of such additional committees and members of the Advisory Board shall not have the power to bind the corporation, nor shall they be held personally liable for the debts, liabilities, or other obligations of the corporation.

### 3. OFFICERS

#### 3.1 Officers.

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, a treasurer, one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of section 3.2 hereof. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either president or chairman of the board.

#### 3.2 Subordinate Officers.

The Board of Directors may elect, 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 these Bylaws or as the Board of Directors may from time to time determine.

#### 3.3 Election.

The officers of the corporation and such officers as may be elected or appointed in accordance with the provisions of section 3.2 or 3.5 hereof shall be chosen by the Board of Directors or as directed by the Board.

#### 3.4 Removal and Resignation.

3.4.1 Any officer may be removed, either with or without cause, by the Board of Directors at any time, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

3.4.2 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 a later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled at any time by the Board of Directors. An officer so elected shall hold office for the remaining term of office of the person whom such officer succeeded.

3.6 Chairman of the Board.

The Chairman of the Board, if there is such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors.

3.7 President.

Subject to such powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there is such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board of Directors, general supervision, direction, and control of the business and officers of the corporation. The President shall, in the absence of the Chairman of the Board, or if there is none, preside at all meetings of the Board of Directors. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board of Directors.

3.8 Vice-President.

In the absence or disability of the President, Vice-Presidents in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors.

3.9 Secretary.

- 3.9.1 The Secretary shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of all meetings and actions of the Board of Directors, and its committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and names of those present at Board of Directors and committee meetings, and proceedings thereof.

3.9.2 The Secretary or person designated thereby shall give, or cause to be given, notice of all the meetings of the Board of Directors and of any committees thereof required by these Bylaws or by law to be given. In addition, the Secretary shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

3.10 Chief Financial Officer.

3.10.1 The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation.

3.10.2 The Chief Financial Officer shall cause all moneys and other valuables to be deposited in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

3.10.3 If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of such office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in such officer's possession or under such officer's control on such officer's death, resignation, retirement or removal from office.

4. OTHER PROVISIONS

4.1 Inspection of Bylaws.

The corporation shall keep in its principal executive office in California the original or a copy of the Articles and Bylaws as amended to date which shall be open to inspection by directors at all reasonable times during office hours.

4.2 Maintenance of Other Corporate Records.

The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at any place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation.



#### 4.3 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance, or other instrument in writing and any assignment or endorsements thereof executed or entered into between this corporation and any other person, when signed by any one of the Chairman of the Board, the President, or any Vice President and by any one of the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of this corporation, shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. 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 of Directors and, unless so authorized by the Board of Directors, 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 for any purpose or amount.

#### 4.4 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws, and the corporation and the Board will comply with all state and federal laws applicable to public schools imposing nonprofit integrity standards.

### 5. INDEMNIFICATION.

#### 5.1 Indemnification.

The corporation shall have the power to indemnify its “agents,” as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law, to the full extent permitted by Section 5238 and applicable law.

#### 5.2 Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent covering liability 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 this Article; provided, however, that the 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.

### 6. AMENDMENT.

These Bylaws may be amended or repealed by the approval of a majority of the directors then in office.

7. NON-DISCRIMINATION POLICIES. The corporation shall comply with the non-discrimination policies of LAUSD applicable to the corporation as in effect from time to time.

CERTIFICATE OF SECRETARY

The undersigned Secretary of THE LOS ANGELES LEADERSHIP ACADEMY, a California nonprofit public benefit corporation, hereby certifies that the Board of Directors has adopted bylaws regulating the conduct and affairs of this corporation, a copy of which bylaws are attached to and precede this certificate.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Justin Weissman, Secretary