

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 Appointment of Directors.

- 2.2.1 The authorized number of directors shall be not less than seven (7) individuals nor more than twenty-one (21) individuals. The exact number of directors and the individuals to serve as directors shall be determined from time to time by the Board.
- 2.2.2 Each director shall hold office unless otherwise removed from office in accordance with these bylaws for three (3) years and until a successor director has been designated and qualified.
- 2.2.3 Each director shall have one (1) vote, and no director shall have more than one (1) vote. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.
- 2.2.4 No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. The Board may adopt other policies circumscribing potential conflicts of interest.

2.3 Resignations; Removal; Vacancies.

- 2.3.3 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. Except on notice to the California Attorney General, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

- 2.3.4 Any director, except for the representative appointed by the chartering authority, may be removed from office without cause by a majority of the directors then in office. The representative designated by the chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority.
- 2.3.5 Vacancies in the membership of the Board of Directors, except for the representative appointed by the chartering authority, 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 appointed shall hold office for the remaining term of office of the person whom such director succeeded. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.
- 2.3.6 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 appointed, to appoint 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.
- 2.3.7 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.

Meetings shall be held at the principal office of the corporation unless the Board of Directors designates another location in accordance with these bylaws. The Board of Directors may also designate that a meeting be held at any place within the jurisdictional boundaries of Los Angeles County. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation (“Brown Act”). A two-way teleconference location shall be

established at each schoolsite and each resource center.

2.5 Annual Regular Meetings.

All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. 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, or by not less than a majority of the directors. If a Chairman of the Board has not been elected then the Vice-Chairman is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

2.6.2 In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours' notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours' notice of the special meeting by e-mail or other similar means of communication. Any such notice shall be (i) addressed or delivered to 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.

2.6.3 The notice shall state the time and place for, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

2.7 Compliance with the Brown Act.

Regular and special meetings of the Board of Directors shall comply with 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 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 and to the public in the manner prescribed by the

Brown Act.

2.10 Teleconference Meetings.

Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- 2.10.1 At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the jurisdictional boundaries of Los Angeles County;
- 2.10.2 All votes taken during a teleconference meeting shall be by roll call;
- 2.10.3 If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- 2.10.4 All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- 2.10.5 Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- 2.10.6 Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

2.11 Fees and Compensation.

Directors may not receive compensation for their services as directors or officers. 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. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

under FERPA) pertaining to access to books, records, and documents. 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 and no one who is not a director, 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 filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors;

2.13.2 The amendment or repeal of Bylaws or the adoption of new Bylaws;

2.13.3 The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repeatable;

2.13.4 The appointment of committees of the Board of Directors or the members thereof; or

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.

2.14 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

3.2 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.

3.3 Election.

The officers of the corporation shall be chosen by the Board of Directors.

3.4 Removal and Resignation.

3.4.3 Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

3.4.4 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. If a Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

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, also known as the Executive Director, 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 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 Secretary.

3.8.3 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, names of those present at Board of Directors and committee meetings, and proceedings thereof, and the vote or abstention of each Board member present for each action taken.

3.8.4 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.

3.9 Chief Financial Officer.

- 3.8.1 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.
- 3.8.2 The Chief Financial Officer shall cause all moneys and other to be deposited in the name and to the credit of the corporation with such depositories 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.
- 3.8.3 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 the Secretary, , the Chief Financial Officer 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.

a. 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.

b. 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 by a majority vote of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the corporation or make any provisions of these bylaws inconsistent with such charter, the corporation’s articles of incorporation, or any laws

7. NON-DISCRIMINATION POLICIES.

The corporation shall comply with the non-discrimination policies of LAUSD applicable to the corporations in effect from time to time.

8. CONTRACTS WITH DIRECTORS.

The corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the corporation's directors are directors and have a material financial interest).

9. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.

The corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the corporation's Conflict of Interest Code have been fulfilled.

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:

Board Secretary

