

BYLAWS
OF
LOS ANGELES ACADEMY OF ARTS AND ENTERPRISE

A California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

1.1 Principal Office.

The principal office of Los Angeles Academy of Arts and Enterprise (“Corporation”) for the transaction of the business of the Corporation is 1200 West Colton Street, Room 3-320, Los Angeles, California as the Board of Directors (“Board”) will determine. The Board has full power and authority to change such principal office from one location to another. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

1.2 Other Offices.

Branch or subordinate offices may at any time be established by the Board at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 2. PURPOSE AND DEDICATION OF ASSETS

2.1 The purpose of the Corporation is to establish, build, and operate Los Angeles Academy of Arts and Enterprise, a California public charter school (“Charter School”).

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.2 The Corporation’s assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment or provision for payment of all debts and liabilities of the Corporation will be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 3. MEMBERS

3.1 The Corporation has no members within the meaning of the Nonprofit Corporation Law.

ARTICLE 4. DIRECTORS

4.1 General Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the activities 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. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation will be managed and all corporate powers will be exercised under the ultimate direction of the Board.

4.2 Specific Powers.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board will have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To appoint and remove, at the pleasure of the Board of Directors, all officers, agents and employees of the Corporation; prescribe powers and duties for them as are consistent with law, the Articles of Incorporation, and these Bylaws; supervise them; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.
- c. To borrow money and incur indebtedness on the Corporation's behalf, and to cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities.
- d. Adopt and use a corporate seal.

4.3 Appointed Directors and Terms.

The authorized number of directors shall be not less than three individuals, nor more than nine, unless changed by amendments to these bylaws. All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(c). If the charter authorizer designates a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members. All directors, except for the representative designated by the charter authorizer, shall be appointed by the existing Board of Directors.

Each director shall hold office unless otherwise removed from office in accordance with these bylaws for 3 years and until a successor director has been designated and qualified.

4.4 Nominations by Committee.

The Chair of the Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of directors. The Nomination Committee shall make its report at least seven (7) days before the date of such designation or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

4.5 Resignation; Removal; Vacancies.

4.5.1 Resignation of Directors. Except as provided below, any director may resign by giving written notice to the Chair of the Board, if any, the President, the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given 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.

4.5.2 Director May Not Resign if No Director Remains. Except on notice to the California Attorney General, no director may resign if the Corporation would then be left without a duly designated or elected director or directors in charge of its activities and affairs.

4.5.3 Removal of Directors. Any director, except for the representative appointed by the charter authorizer, may be removed from office with or without cause, by a vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the 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”). Any director may be removed at the discretion of the Board from office at the end of a calendar year for missing, without reasonable excuse or justification three successive Board or Committee Meetings or half or more meetings of the Board of Directors or any Committee of Board on which the Director serves. The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a director shall be filled as provided in Section 4.5.4.

4.5.4 Vacancies Filled by Board. Vacancies on the Board, except for the representative appointed by the charter authorizer, may be filled by approval of the Board of Directors, or if the number of directors then in office is less than a quorum, (a) by the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) by a sole remaining director. A vacancy in the seat of the representative of the charter authorizer shall be filled by the charter authorizer.

4.5.5 Events Causing Vacancies on Board. A vacancy or vacancies on the Board shall occur in the case of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase in the authorized number of directors.

4.5.6 No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

4.6 Restrictions on Interested Persons as Directors.

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.

4.7 Place of Board Meetings.

Meetings of the Board 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 may also designate that a meeting be held at any place within the physical boundaries of the county in which the Charter School is located. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

4.8 Meetings; Annual 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 Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

4.9 Regular Meetings.

Regular meetings of the Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda, at the Charter School location, on the school website and at any other locations as required by the Brown Act, containing a brief general description of each item of business to be transacted or discussed at the meeting.

4.10 Special Meetings.

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair, if there is such an officer, or a majority of the Board of Directors. If a Chair of the Board has not been elected then the Vice-Chair is authorized to call a special meeting in place of the Chair of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

4.11 Notice of Special Meetings.

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 each director and to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

The notice of special meeting shall state the time and place of the meeting, 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.

4.12 Quorum.

A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of a quorum. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

4.13 Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the 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.

4.14 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:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. 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;
- d. 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 agenda¹;
- e. 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
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call².

4.15 Compensation and Reimbursement.

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.

Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

4.16 Creation and Powers of Committees.

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Fill vacancies on the Board of Directors or any committee of the Board;
- b. Amend or repeal bylaws or adopt new bylaws;
- c. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal; or
- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board.

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

4.17 Meetings and Actions of Committees.

Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

4.18 Non-Liability of Directors.

No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.19 Compliance with Laws Governing Student Records.

The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE 5. OFFICERS

5.1 Officers of the Corporation.

The officers of the Corporation will be a President, a Treasurer (also known as a Chief Financial Officer), and a Secretary. The Corporation, at the Board’s direction, may also have a Chair of the Board and a Vice-Chair. The officers, in addition to the corporate duties set forth in this Article 5, shall also have administrative duties as set forth in any applicable contract for employment or job specification. The same person may hold any number of offices required or permitted by these Bylaws, except that the Secretary, and the Chief Financial Officer may not serve concurrently as either the President or the Chair of the Board.

5.2 Election of Officers.

The officers of the Corporation shall be elected annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

5.3 Removal and Resignation.

5.3.1 Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

5.3.2 Any officer may resign at any time by giving written notice to the Board. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of receipt of such notice or at a later time specified therein; and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies in Office.

A vacancy in any office caused by death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

5.5 Chair of the Board.

If a Chair of the Board is elected, he or she shall preside at the meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from

time to time. If a Chair of the Board of Directors is elected, there shall also be a Vice-Chair of the Board of Directors. In the absence of the Chair, the Vice-Chair 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.

5.6 President.

The President, also known as the Principal, shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

5.7 Secretary.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency, and if special or emergency, how authorized; the notice given; the names of the directors present at Board and committee meetings; and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers and perform such other duties as the Board or the bylaws may require.

5.8 Chief Financial Officer.

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 transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements. The Chief Financial Officer shall send or cause to be sent to the Board such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (b) disburse the Corporation's funds as the Board of Directors may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and

(d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board 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 the control of the Chief Financial Officer on his or her death, resignation, retirement or removal from office.

ARTICLE 6. CONTRACTS WITH DIRECTORS

6.1 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). Pursuant to Education Code section 47604.1 (effective Jan. 1, 2020), notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

ARTICLE 7. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

7.1 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.

ARTICLE 8. REQUIRED REPORTS

8.1 Annual Reports. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursements, for both general and restricted purposes;

- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

8.2 Annual Statement of Certain Transactions and Indemnifications. The Corporation will comply with Corporations Code section 6322.

ARTICLE 9. CONSTRUCTIONS AND DEFINITIONS

9.1 Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 10. LOANS TO DIRECTORS AND OFFICERS

10.1 The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE 11. INDEMNIFICATION

11.1 To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this bylaw, shall have the same meaning as in that Section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c) the Board will promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Sections 5238(b) or (c) has been met and if so, the Board will authorize indemnification.

ARTICLE 12. INSURANCE

12.1 The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees and other agents, to cover

any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

ARTICLE 13. RIGHTS OF INSPECTION

13.1 Directors' Right to Inspect. Every director shall have the right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, physical properties, and the records of each subsidiary, as permitted by California and federal law. Such inspection by a director may be made in person or by the director's agent or attorney. 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 under FERPA) pertaining to access to books, records, and documents. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

13.2 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE 14. BYLAW AMENDMENTS

14.1 The Board may adopt, amend, or repeal any of these bylaws by a majority 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 law.

ARTICLE 15. FISCAL YEAR

15.1 The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and Secretary of LOS ANGELES ACADEMY OF ARTS AND ENTERPRISE, a California nonprofit public benefit corporation; that these bylaws, consisting of the preceding 12 pages, are the bylaws of the Corporation as adopted by the Board of Directors on August 13, 2020; and that these bylaws have not been amended or modified since that date.

Executed on October 29, 2020 at Los Angeles, California.



Julio Vallejo, Secretary