



AMERICA'S FINEST CHARTER SCHOOL

BOARD OF DIRECTORS

BYLAWS

February 21<sup>st</sup>, 2017

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BYLAWS OF

America's Finest Charter School

**ARTICLE I Purposes**

The corporation is organized for the public and educational purposes as specified in its Articles of Incorporation.

**ARTICLE II Offices**

The corporation's principal office shall be located at 730 45<sup>th</sup> Street, San Diego, County of San Diego, State of California. The Board of Trustees ("Board") is granted full power and authority to change the principal office from one location to another within California.

Section 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 do business.

**ARTICLE III Membership**

Section 1: No Members

Unless and until these bylaws are amended to provide otherwise, this corporation shall have no statutory members, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall rest in the Board.

Section 2: Associates

Nothing in this Article shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Section

5056 of the California Nonprofit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these bylaws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of trustees/directors, on a disposition of substantially all of the assets of the corporation, on a

merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or bylaws, but no such person shall be a member within the meaning of said Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

#### ARTICLE IV Board of Trustees

##### Section 1: Powers

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these bylaws, and such local public agency laws as may be applicable to the corporation, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these bylaws and permitted by law:

- i. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these bylaws; to fix their compensation; and to require security from them for faithful service;*
- ii. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation or these bylaws;*
- iii. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;*
- iv. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;*
- v. To carry on a business and apply any revenues in excess of expenses that results from the business activity to any activity in which it may lawfully engage;*
- vi. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;*

**vii.** *To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;*

**viii.** *To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and,*

**ix.** *To carry out such other duties as are described in the Charter of America's Finest Charter School as approved by the San Diego Unified School District and the Charter Schools Act of 1992 (Education Code Section 47600 et seq.).*

Section 2: Number and Qualifications of Trustees

**x.** *The number of trustee of the corporation shall not be less than five (5) and not more than seven (7), with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of the Articles of Incorporation or by amendment to these bylaws.*

**xi.** *The qualifications for trustees are generally the ability to attend board meetings, a willingness to actively support and promote America's Finest Charter School, and a dedication to its educational philosophy and goals.*

Section 3: Appointment and Term of Office

**xii.** *Each Board Member shall hold office, unless otherwise removed from office in accordance with the bylaws in section 4.*

**xiii.** *Each Board Member shall be appointed, elected or designated for three (3) years or until a successor has been appointed, elected or designated and a term qualified.*

xiv Governing Board members may serve up to five terms with no more than three consecutive terms

xv The Governing Board may appoint and may empower the President to appoint such other offices 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 of as the Governing Board may from time to time determine.

xvi The President of the Governing Board shall preside at all meetings of the Governing Board, and exercise and perform such other duties as may from time to time be assigned by the Governing Board.

Section 4: Resignation and Removal

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any

trustee may resign effective upon giving written notice to the president, the secretary, or the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Removal of the Board member may only be by action of majority of the Board. Any Board member removed pursuant to this Section 5 shall not be eligible to serve on the Governing Board of the School in the future

#### Section 5: Vacancies

*xiv. A Board vacancy or vacancies shall be deemed to exist if any trustee dies, resigns, or is removed, or if the authorized number of trustees is increased.*

*xv. The Board may also declare vacant the office of any trustee who has been convicted of a felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind by any court of competent jurisdiction.*

*a. A vacancy on the Board shall be filled only by resolution of the Board, or if the number of Directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board, or (b) a sole remaining Director. Each Director so elected, appointed, or designated shall hold office until the expiration of the term of the replaced Director and continue to hold office until a qualified successor has been elected, appointed, or designated. Each trustee so elected, appointed, or designated shall hold office until the expiration of the term of the replaced trustee and continue to hold office until a qualified successor has been elected, appointed, or designated.*

*xvi. No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of the trustee's term of office.*

#### Section 6: Place of Meeting

Meetings of the Board shall be held at the principal office of the corporation or within the boundaries of San Diego Unified School District.

#### Section 7: Meetings; Annual Meetings

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

*xviii. Notwithstanding any other provision of these Bylaws, to the extent required by law, all meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act").*

#### Section 8 Regular Meetings.

Regular meetings of the Governing Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Governing Board. At least 72 hours before a regular meeting, the Governing Board, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

***xix.***

Section 9: Special and Emergency Meetings

Special meetings of the Board for any purpose may be called at any time by the president or the Executive Director, or any two trustees. The party calling such special meeting shall determine the place, date and time thereof.

Section 10: Notice of Special Meetings

***xx.*** *Special meetings of the Board need to acknowledge notice requirements under the Brown Act. These special meetings may be held only after each trustee has received four (4) days' prior notice by first-class mail or forty -eight (48) hours' notice given personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail or other electronic means of communication, provided that such notice otherwise complies with the Brown Act.*

***xxi.*** *Any such notice shall be addressed or delivered to each trustee at the trustee's address (or telephone or facsimile number, or electronic mail address, as applicable) as it is shown on the records of the corporation or as may have been given to the corporation by the trustee for purposes of notice or, if an address (or telephone or facsimile number, or electronic mail address, as applicable) is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the trustees are regularly held.*

***xxii.*** *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.*

***xxiii.*** *The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, 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.*

Section 10: Quorum

A majority of the trustees then in office shall constitute a quorum. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the



required quorum for such meeting. Trustees may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 11: Consent to Meetings

Except as otherwise may be provided in the Brown Act, the transactions of the Board at any meeting, however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each trustee entitled to vote, not present in person signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the

minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting need not be given to any trustee who attends the meeting without protesting prior to or at the commencement of the meeting, the lack of notice to such trustee.

Section 12: Telephonic and Electronic Video Meetings

Telephonic and Electronic Video Meetings.

Members of the Governing Board 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 Governing Board shall participate in the teleconference meeting from locations within the boundaries of the granting agency in which the Corporation operates; ;
- b. All votes taken during a teleconference meeting shall be by roll call
- c. If the Governing Board 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 Governing Board participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda.
- 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 Governing Board 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 call.

a.

the Board are taken or cast only by the trustees and not by persons who are not trustees.

Section 13: Adjournment

A quorum of the trustees present may adjourn any trustees meeting to another time or place. If a meeting

is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the trustees who were not present at the time of the adjournment.

Section 14: Rights of Inspection

Subject to applicable federal and state laws regarding pupil confidentiality, every trustee has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 15: Board Committees

The Board may appoint an executive committee and one or more other committees each consisting of two (2) or more trustees to serve at the pleasure of the Board, and delegate to such committee any of the authority of the Board, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- b. The fixing of compensation of the trustees for serving on the Board or on any committee;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees having the authority of the Board;
- g. The expenditure of corporate funds to support a nominee for trustee after there are more people nominated for trustee than can be elected; or
- h. The approval of any self-dealing transaction as such transactions is defined in Section 5233(a) of the California Nonprofit Public Benefit corporation Law, except as permitted under Section 24 of this Article.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the number of trustees then in office, and any such committee may be designated as an executive committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board, such committee, or these bylaws shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 16: Other Committees

i. The president, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board which do not have the powers of the Board. The president, with the approval of the Board, shall appoint members to serve on such committees, and shall designate the committee chair. If a trustee is on a committee, he or she shall be the chair. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

j. Meetings of a committee may be called by the president, the chair of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

k. Any member of a committee may resign at any time by giving written notice to the president. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The president may, with prior approval of the Board, remove any appointed member of a committee. The president, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

#### Section 17: Fees and Compensation.

Trustees and members of committees shall not receive any compensation for their services; however, the Board may approve reimbursement of a trustee's actual and necessary expenses incurred in the conduct of the corporation's business.

#### Section 18: Nonliability of trustees

No trustee shall be personally liable for the debts, liabilities or other obligations of this corporation.

#### Section 19: Interested Persons

No trustees serving on the Board may be "interested persons." An "interested person" is (i) any person compensated by the corporation for services rendered to it within the previous twelve (12) months whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as trustee, and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### Section 20: Standard of Care

A trustee shall perform the duties of a trustee, including duties as a member of any committee of the Board upon which the trustee may serve, in good faith, in a manner such trustee believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of

a trustee, a trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

*i. One or more officers or employees of the corporation whom the trustee believes to be reliable and competent in the matters presented;*

*ii. Counsel, independent accountants or other persons as to matters which the trustee believes to be within such person's professional or expert competence; or*

*iii. A committee of the Board upon which the trustee does not serve as to matters within its designated authority, provided the trustee believes merits confidence and the trustee acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.*

#### Section 21: Self-Dealing Transactions

Self-dealing transactions means transactions to which the corporation is a party and in which one or more of the trustees ("interested trustee(s)") has a material financial interest. Notwithstanding this definition of self-dealing transaction, the following transactions do not constitute self-dealing transactions:

*iv. An action by the Board fixing the compensation of a trustee as a trustee or officer of the corporation;*

*v. A transaction which is part of a public or charitable program of the corporation if the transaction is (1) approved or authorized by the corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more trustees or their families because they are in a class of persons intended to be benefited by the public or charitable program;*

*vi. A transaction of which the interested trustees have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the corporation's gross receipts for the fiscal year immediately preceding the year in which such transaction occurs or One Hundred Thousand Dollars (\$100,000).*

*vii. A transaction the Attorney General has approved either before or after it was consummated.*

*viii. A transaction with respect to which the following facts are established:*

1. (1) The corporation entered into the transaction for its own benefit;

1. (2) The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction;

**(3)** Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by vote of a majority of the trustees then in office excluding the vote of the interested trustee(s) and with knowledge of the material facts concerning the transaction and the interested trustee's interest in it. Except as provided in paragraph (5) of this subsection, action by a committee of the Board will not satisfy this requirement;

and

(4) Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

(5) A committee or person authorized by the Board approved the transaction in a manner consistent with the standards prescribed for approval by the Board under this subsection; it was not reasonably practical to obtain approval of the Board prior to entering into the transaction; and the Board, after determining in good faith that the conditions set forth in this paragraph (5) were satisfied, ratified the transaction at its next meeting by a vote of a majority of the trustees then in office, excluding the vote of the interested trustee(s).

#### Section 22: Interested Trustee's Vote

In determining whether the Board validly met to authorize or approve a self-dealing transaction, interested trustees may be counted to determine the presence of a quorum, but an interested trustee's vote may not be counted toward the required majority for such authorization, approval or ratification.

#### Section 23: Persons Liable and Extent of Liability

If a self-dealing transaction has not been approved as provided in Section 23 of this Article, the interested trustee(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the corporation, considering any benefit received by it and whether or not the interested trustee(s) acted in good faith and with the intent to further the best interests of the corporation.

#### Section 24: Contracts or Transactions with Mutual Trustees

No contract or other transaction between the corporation and any domestic or foreign corporation, firm or association of which one or more of the corporation's trustees are trustees is either void or voidable because such trustee(s) are present at the meeting of the Board or committee thereof which authorizes, approves or ratifies the contract or transaction if:

*ix. The material facts as to the transaction and as to such trustee's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common trustee(s); or*

*x. As to contracts or transactions not approved as provided in subsection i. of this Section, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.*

Notwithstanding the foregoing, this Section shall not apply to self-dealing transactions described in Section 23 of this Article above. Section

#### 25: Corporate Loans and Advances.

The corporation shall not make any loan of money or property to or guarantee the obligation of any trustee or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a trustee or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or trustee, if, in the absence of such advance, such trustee or officer would be entitled to be reimbursed for such expenses by the corporation, its parent or any subsidiary.

Section 26: Annual Report

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the chief financial officer shall cause an annual report to be prepared and sent to each trustee not later than 120 days after the close of the fiscal year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law as it may be in effect from time to time.

Section 27: Annual Statement of Certain Transactions and Indemnifications

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications

General Public Agency Prohibitions Governing Certain Transactions.

Notwithstanding the foregoing Sections, nothing in this Article IV shall be construed to authorize any transaction otherwise prohibited by California Government Code Section 1090, or other applicable laws.

Section 28: Property Rights

No trustee shall have any right or interest in any of the corporation's property or assets. Section 29:

General Public Agency Prohibitions Governing Certain Transactions

Notwithstanding the foregoing Sections, nothing in this Article IV shall be construed to authorize any transaction otherwise prohibited by California Government Code Section 81000 et seq., or other applicable laws.

ARTICLE V  
Officers

Section 1: Officers

The officers of this corporation shall be a president, A chief executive officer and a secretary. The Chief Executive Officer or his or her designee serves as Secretary of the Corporation.

The corporation may also have, at the discretion of the Board, 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 by the Board. Any number of offices may be held by the same person, except that neither the

secretary nor the treasurer may serve concurrently as the president.

Section 2: Appointment of Officers

Except as otherwise specified in Sections 3 and 10 of this Article, the officers of the corporation shall be chosen annually by the Board and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3: Subordinate Officers

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

Section 4: President

The president is the chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and affairs of the corporation. The president has the general management powers and duties usually vested in the office of president of a corporation, as well as such other powers and duties as may be prescribed from time to time by the Board. The president shall be an ex officio voting member of each Board committee.

Section 5: Vice President

In the absence or disability of the president, vice president (or if more than one (1) vice president is appointed, in order of their rank as fixed by the Board or if not ranked, the vice president designated by the Board) shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6: Corporation Secretary

Corporation Secretary.

The Chief Executive Officer or his or her designee shall serve as the Corporation Secretary, and shall keep or cause to be kept, at the principal office of the Corporation within the State of California, the original or a copy of the Corporation's Articles of Incorporation and bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall keep the seal of the Corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary also shall keep or cause to be kept at the principal office, or at such other place as the Governing Board may order, a book of minutes of all meetings of the Governing Board and its

committees, with the time and place of holding; whether regular or special; if special how authorized; the notice thereof given; the names of those present and absent; and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Governing Board required by these bylaws or by law to be given; shall keep the seal of the Corporation in safe custody; shall see that all reports, statements and other documents required by law are property kept or filed, except to the extent the same are to be kept or filed by the treasurer; and

shall have such other powers and perform such other duties as may be prescribed from time to time by the Governing Board.

#### Section 7: Removal and Resignation

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

#### Section 8: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

### ARTICLE VI

#### Section 1: Definitions

##### Indemnification

For the purposes of this Article, “agent” means any person who is or was a trustee, officer, or employee of this corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; and “proceeding” means any threatened, pending completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5b of this Article.

#### Section 2: Indemnification in Actions by Third Parties

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement,



conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

### Section 3: Indemnification in Actions by or in the Right of the Corporation

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

*i. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;*

*ii. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or*

*iii. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.*

### Section 4: Indemnification Against Expenses

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

### Section 5: Required Determinations

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

**b.** A majority vote of a quorum consisting of trustees who are not parties to such proceeding; or

c. The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 6: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article. The provisions of Section 8 of this Article do not apply to advances made pursuant to this Section.

Section 7: Other Indemnification

No provision made by this corporation to indemnify its or its subsidiary's directors, trustees or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, bylaws, a resolution of members or trustees/directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which: (i) persons other than such trustees/directors and officers may be entitled by contract or under the provisions of the California Tort Claims Act; or (ii) such trustees/directors may be entitled under the provisions of the California Tort Claims Act; or (iii) either may otherwise be entitled.

Section 8: Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5b, in any circumstances where it appears:

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

e. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9: Insurance

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

Section 10: Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an

agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

Section 11: Indemnification and the California Tort Claims Act

Notwithstanding any other provision of this Article VI, the corporation shall have the right and obligation to insure, defend, and indemnify the corporation's employees, officers, and directors for all claims brought pursuant to the California Tort Claims Act (Government Code Section 810, et seq.) to the fullest extent allowed under said Act.

ARTICLE VII  
Miscellaneous

Section 1: Fiscal Year

The fiscal year of the corporation shall be a fiscal year ending June 30. Section 2:

Inspection of Corporate Records

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

Section 3: Checks, Drafts, Etc.

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

Section 4: Endorsement or Execution of Documents and Contracts

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

ARTICLE VIII

Effective Date and Amendments

Section 1: Effective Date

These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption unless the Board directs otherwise.

Section 2: Amendments

These bylaws may be amended or repealed and new bylaws adopted only by the vote of a majority of trustees then in office.

[END]

President of the Board of Directors of America's Finest Charter School                      Date

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Secretary to the Board    Date

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