



Board Agenda Item #	Agenda # II D- Action Item
Date:	November 8, 2018
To:	Magnolia Board of Directors
From:	Alfredo Rubalcava, CEO & Superintendent
Staff Lead:	Alfredo Rubalcava, CEO & Superintendent
RE:	L.A. Coalition for Excellent Public Schools

### Proposed Board Motion

I move that the board approve the Memorandum of Understanding (“MOU”) between L.A. Coalition for Excellent Public Schools (“Coalition”) and Magnolia Public Schools (“MPS”) and designate and Advocacy Task Force with a point of contact.

### Introduction and Background

A group of seven Los Angeles-based charter school organizations’ CEOs, including MPS, have formed the LA Coalition for Excellent Public Schools. This group is collaborating to develop a positive, local narrative about charter public schools. The work will include producing proactive communications; building board member capacity in advocacy to extend our reach; and investing in and organizing parents. The initial board is comprised of seven CEOs reflecting their representative organizations: Alliance for College-Ready Public Schools, Bright Star, Camino Nuevo, Ednovate, Equitas, KIPP LA Public Schools, Magnolia Public Schools. It is an equally weighted governing board. The CMOs are contributing nominal funding for this work which, in the first year, will include myth busting communications training, board member advocacy sessions and family organizing.

### Budget Implications

- The 24K amount in the MOU was not included in the July 1, 2018 MPS Board adopted budget, however, this amount will be considered and included in the first interim report to be submitted for board approval on or before December 15, 2018.

### Exhibits (attachments):

- MOU between L.A Coalition for Excellent Public Schools (Coalition) and Magnolia Public Schools (CMO)
- L.A Coalition for Excellent Public Schools Overview
- L.A Coalition for Excellent Public Schools Bylaws

## Memorandum of Understanding

This Memorandum of Understanding (“MOU”) is made as of June 26, 2018 (the “Effective Date”) by and between **LA Coalition for Excellent Public Schools (Coalition)** and **participating Charter Management Organizations (CMOs)** (each, a “Party” and together, the “Parties”).

### Overall Purpose and Impact

The Los Angeles education community is at an inflection point with a school choice-minded board and a new superintendent.

A Coalition of Los Angeles-based charter management organizations is collaborating to develop and execute communications, marketing, and advocacy strategies, on a collective basis, to seize this opportunity, shift the narrative about charter schools in Los Angeles and raise the positive profile.

### The Coalition’s Strategy

The Coalition will do this through a broad-based strategy including communications, building board member capacity in the political arena, and parent organizing. While the general buckets of work will focus on the following areas, the board will decide each year the goals and measures of success:

- **Communications:** Tell the Coalition’s story proactively and galvanize for larger action. Develop a positive narrative for charters and dispel myths.
- **Board:** Activate board members through advocacy to extend the Coalition’s reach.
- **Parents:** Build a pyramid of engaged parents to leverage collective action.

### Norms & Principles for Engagement

- **Contributions**
  - Initial contributions are due by August 1, 2018. In addition, each CMO will allocate 10% of internal and external communications budget to this effort.
  - These contributions will include start-up costs for the Coalition, such as legal fees, consulting fees, etc.
  - **Magnolia Public School’s contribution for 2018-19 is \$24,000.**
    - The check should be payable to LA Coalition for Excellent Public Schools and mailed to:  
LA Coalition for Excellent Public Schools  
P.O. Box 251552  
Los Angeles, CA 90025
    - For FedEx or UPS, use the following address:  
11420 Santa Monica Blvd  
#251552  
Los Angeles, CA 90025
- **Expectations of each participating CMO**
  - Each CMO’s active participation as a Coalition member is required.
    - This includes your participation in monthly phone updates and a 24-hour response rate when the Coalition reaches out.

- Fulfillment of the participating CMO’s commitments:
  - Designate an advocacy committee of your CMO board of directors and a point person of that committee to captain advocacy outreach for board members, including board training and giving to promote advocacy;
  - Sharing of parent curriculum, promoting voter registration and GOTV practices, creating pyramid cascade for parent organizing; and
  - Distribution and promotion of communications internally and externally.
  
- **Governance**
  - Each CMO Coalition leader comprises board and the board is an equally weighted governing board.
    - Decision making is by consensus.
    - The board will determine chair at the first meeting.
    - The chair’s primary role is that of coordinator.
    - Communication will be from Executive Director.
  - The Executive Director will report to the Board Chair.
  - Monthly 30-minute phone call with updates and action items for first three months.
    - The director and board will determine appropriate cadence and frequency.
  
- **Selection of individual**
  - Anticipate both individual and panel interviews during summer of 2018 by members of the Coalition.
    - The goal is to have an individual hired in summer 2018 for 2018-19 school year.

IN WITNESS WHEREOF, the Parties have caused this Memorandum of Understanding to be executed by their duly authorized representatives.

**LA Coalition for Excellent Public Schools**

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**CMO**

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

# CMO's CEO joined six other CMO CEOs as the initial board of the LA Coalition for Excellent Public Schools

## **Objective:**

Collaborate to develop a positive, local narrative about charter public schools. This work will include communicating proactively, building each participating charter board's advocacy capabilities, and engaging families

## **Founding CMO Participants**



	Year 1	Year 2
<b>Organization</b>	<ul style="list-style-type: none"> <li>Hire and onboard an Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Expand beyond 7 founding members</li> </ul>
<b>Comms</b>	<ul style="list-style-type: none"> <li>Deliver communications training, including myth-busting, to team members, families and Board members. Ensure all Coalition members use same communications</li> <li>Publish positive graduate/student success stories</li> </ul>	<ul style="list-style-type: none"> <li>Amplify proactive storytelling and op-eds from families and teachers to reinforce positive messages.</li> <li>Publish a white paper</li> </ul>
<b>Board</b>	<ul style="list-style-type: none"> <li>Each participating CMO board designate an Advocacy Taskforce with a contact point</li> <li>Build &amp; execute board advocacy curriculum including Charter 101, mythbusting, understanding current environment</li> </ul>	<ul style="list-style-type: none"> <li>Develop master target list and touch points for engagement</li> <li>Set expectations for tours and office visits for all Board members</li> </ul>
<b>Families</b>	<ul style="list-style-type: none"> <li>Share best practices for family organizing</li> <li>Host at least one joint event</li> <li>Robust support of a CCSA-like event</li> <li>Facilitate cascading, broad parent to parent communication</li> </ul>	<ul style="list-style-type: none"> <li>Hold family training/education for voter registration</li> <li>Host at least one joint event</li> <li>Ensure parents and teachers meet with local influencers and attend neighborhood council meetings</li> </ul>

## **BYLAWS:**

### **LA COALITION FOR EXCELLENT PUBLIC SCHOOLS**

#### **Article I. NAME**

Section 1.01 Corporate Name. The name of this corporation is LA Coalition for Excellent Public Schools (“corporation”).

#### **Article II. OFFICES**

Section 2.01 Principal Office. The corporation’s principal office shall be fixed and located at 11420 Santa Monica Blvd. #251522, Los Angeles, CA 90025. The Board of Directors (“Board”) may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

#### **Article III. PURPOSES**

Section 3.01 Description In Articles. The corporation’s specific and general purposes are described in its Articles of Incorporation.

#### **Article IV. MEMBERSHIP**

Section 4.01 No Members. The corporation shall not have any members. The Board shall strive to be reflective of the charter school operators that have executed memoranda of understanding with the corporation; however, nothing in these Bylaws shall be construed as to require corporate membership as contemplated by Corporations Code section 5056, or designator representation by a specific charter school on the Board.

Section 4.02 Associates. Nothing in this Article IV shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members of the corporation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, including honorary or donor members. 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.

Section 4.03 Authority Vested in Board of Directors. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only

approval by the Board of Directors. All rights that would otherwise vest in the members shall vest in the Board.

## **Article V. DIRECTORS**

Section 5.01 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 these Bylaws, the corporation's activities and affairs shall be conducted 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 corporation's activities to any person(s), to a management company, or to committees, however composed, provided that the corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. 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 enumerated in these Bylaws and permitted by law:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation;

(b) To adopt, make, and use a corporate seal, and to alter the form of the seal from time to time as they may deem best;

(c) To borrow money and incur indebtedness for the corporation's purposes, 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 security therefor;

(d) To carry on a business as a California nonprofit public benefit corporation in furtherance of its charitable and educational purposes;

(e) To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust;

(f) 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;

(g) To 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 another state, territory, dependency, or country; conduct its activities in or outside California; and

(h) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

Section 5.02 Number and Election of Directors.

(a) The authorized number of Directors shall be not less than three (3) and not more than fifteen (15), with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of these Bylaws. The initial Board shall be the seven (7) Directors appointed by the Incorporator. With the exception of the initial Board, Directors shall be elected by the vote of a majority of Directors then in office. All Directors shall have full voting rights.

(b) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation and a dedication to its charitable endeavors. As stated above, while the Board shall strive to be reflective of the charter school operators that have executed memoranda of understanding with the corporation, nothing in these Bylaws shall be construed as to require representation by a specific charter school on the Board.

Section 5.03 Terms of Office. Each Director shall hold office for a term of two (2) years, except that the terms of the initial Board shall be for one year, concluding on June 30, 2019. Directors shall be elected for subsequent terms by the full Board prior to expiration of a current term, or as soon thereafter as is practicable. Directors shall serve until a successor is appointed and seated by the Board. There shall be no limit on the number of consecutive terms to which a Director may be reelected.

Section 5.04 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, 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 before such time, to take office when the resignation becomes effective.

Section 5.05 Removal. A Director may be removed, with or without cause, by a vote of the majority of the Directors then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting complies with Section 5.10. Any vacancy caused by the removal of a Director shall be filled as provided in Section 5.06.

Section 5.06 Vacancies. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected or appointed.

Section 5.07 Place of Meetings. Meetings of the Board may be held at the corporation's principal office, or at any other place within or without the State of California that

has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board.

Section 5.08 Annual Meetings. The Board 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.

Section 5.09 Regular Meetings. Regular meetings of the Board, including annual meetings, shall be held without call or notice at such times and places as may from time to time be fixed by the Board.

Section 5.10 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chairperson of the Board, if any, the President, the Secretary or any two Directors. The party calling such special meeting shall determine the place, date and time thereof. Special meetings of the Board may be held only after each Director has received twenty-four (24) hours' notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each Director at the Director'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 Director for purposes of notice. 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, 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.

Section 5.11 Quorum. Two (2) Directors present at a duly held meeting shall constitute quorum of the Board. A Director may send one person to serve as his/her proxy by notifying the Board President or Secretary prior to the meeting. A proxy may participate in Board discussions on behalf of an absent Director, but the proxy does not count for quorum purposes and, pursuant to Section 5211(c) of the California Nonprofit Public Benefit Corporation Law, a Director cannot vote by proxy. Every act or decision made by a majority of the Directors present at a meeting at which quorum is present is an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directors, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5.12 Participation In Meetings by Conference Telephone. Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, members of the Board may participate in a meeting through the use of conference telephone or similar communications



equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 5.13 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.15 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, the phrase “all members of the Board” shall not include any “interested persons” as defined in Section 5.18 herein.

Section 5.16 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, and documents of every kind.

Section 5.17 Fees and Compensation. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director’s actual and necessary expenses incurred when conducting the corporation’s business. The corporation may carry liability insurance respecting the conduct of the corporation’s business by the Directors. Subject to Section 5.18 herein and the California Nonprofit Public Benefit Corporation Law, nothing herein shall preclude a Director from serving the corporation in any other capacity, including, but not limited to, as an officer, agent, or employee of the corporation, and receiving compensation for such service.

Section 5.18 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by the corporation for services rendered to it within the previous twelve (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 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 5.19 Standard of Care.

(a) A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a

manner such Director believes to be in the corporation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(b) In performing the duties of a Director, a Director 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 of the corporation's officers or employees whom the Director believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director 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 5.20 Non-Liability of Directors. No Director shall be personally liable for the corporation's debts, liabilities, or other obligations.

Section 5.21 Common Directorships. Pursuant to Section 5234 of the California Nonprofit Public Benefit Corporation Law, the corporation shall not be a party to a transaction with another corporation, firm or association in which one or more of its Directors is also a director or directors ("Overlapping Director(s)") unless, 1) prior to entering into the transaction, the material facts of the transaction and the Overlapping Director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the Overlapping Director, or 2) the contract or transaction is just and reasonable to the corporation at the time it is authorized, approved or ratified. This provision does not apply to transactions covered by Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

## **Article VI. OFFICERS**

Section 6.01 Required Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The Board may hire an Executive Director to serve as the day-to-day manager of the corporation, and exercise some delegated authority. That Executive Director may serve as the President at the Board's discretion.

Section 6.02 Permitted Officers. The Board of Directors may appoint a Chairperson of the Board, Vice Chairperson(s), a Vice President, and other Board officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 6.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or chairperson of the Board.

Section 6.04 Election of Officers. The corporation's officers (the President, Secretary, and Treasurer) shall be elected by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices for a one-year term from July 1 through June 30 or until their respective successors shall be elected, unless they resign, are removed, or are otherwise disqualified from service prior to the expiration of their one-year term. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 6.05 Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 6.06 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board, 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 6.07 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur.

Section 6.08 President. Subject to the control of the Board, and subject to the President's contract of employment, if any, the President (who may also be referred to as the Chief Executive Officer) is the general manager of the corporation and shall supervise, direct and control the business of the corporation as instructed by the Board. The President has the general powers and duties of management usually vested in the office of Chief Executive Officer and such other powers and duties as may be prescribed from time to time by the Board.

Section 6.09 Chairperson of the Board. The Board may elect one Director to serve as Chair of the Board. He or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 6.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in 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 shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Directors promptly after the meetings. The Secretary shall see that all reports, statements and

other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.11 Treasurer. The Treasurer (who may also be referred to as the Chief Financial Officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated from time to time by the Board; disburse the funds of the corporation as may be ordered by the Board; and shall render to the President and Directors, upon request, an account of all transactions as treasurer and of the corporation's financial condition. The Treasurer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6.12 Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers are appointed by the Chief Executive Officer, the Chief Executive Officer shall also have the authority to fix such officers' salaries, if any. In all cases, any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation.

## **Article VII. COMMITTEES**

Section 7.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- (a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;
- (e) 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 Director after there are more people nominated for Director than can be elected; or

(h) The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 5233 and Article VIII of these Bylaws.

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office. 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.

Section 7.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. Notice of special meetings of Board committees shall also be given to any and all alternate members who shall have the right to attend all meetings of the committee. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 7.03 Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein from the members of the Board.

## **Article VIII. SELF-DEALING TRANSACTIONS**

Section 8.01 Definition. Self-dealing transaction means a transaction to which the corporation is a party and in which one or more of the Directors has a material financial interest (“interested Directors”), except that the following will not be deemed a self-dealing transaction, but are instead subject to the general standard of care by the Board:

(a) An action by the Board fixing the compensation of a Director as a Director or officer of the corporation;

(b) 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 directors or their families because they are in a class of persons intended to be benefited by the public or charitable program;

(c) A transaction of which the interested Directors have no actual knowledge, and which does not exceed the lesser of, (i) one percent (1%) of the corporation’s gross receipts

for the fiscal year immediately preceding the year in which such transaction occurs, or (ii) One Hundred Thousand Dollars (\$100,000);

(d) A transaction the Attorney General has approved either before or after it was consummated;

(e) A transaction with respect to which the following facts are established:

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

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

(iii) 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 Directors then in office excluding the vote of the interested Director(s) and with knowledge of the material facts concerning the transaction and the interested Director's interest in it. Except as provided in paragraph (v) of this subsection, action by a committee of the Board will not satisfy this requirement; and

(iv) 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*

(v) 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 (v) were satisfied, ratified the transaction at its next meeting by a vote of a majority of the Directors then in office, excluding the vote of the interested Director(s).

Section 8.02 Interested Director's Vote. In determining whether the Board had validly met to authorize or approve a self-dealing transaction, interested Directors may be counted in determining the presence of a quorum, but an interested Director's vote cannot count toward the required majority for such authorization, approval, or ratification.

Section 8.03 Committee Approval. A Board committee may approve a self-dealing transaction in a manner consistent with the standards prescribed for approval by the Board if it was not reasonably practical to obtain approval of the Board prior to entering into the transaction and the Board determines in good faith that the committee met the same requirements the Board would have had to meet in approving the transaction, and the Board ratifies the transaction at its next meeting by vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors.

Section 8.04 Prior Approval by the Attorney General. The corporation may seek the approval of the Attorney General before consummation of a self-dealing transaction by application setting forth all relevant and material facts.

Section 8.05 Persons Liable and Extent of Liability. If a self-dealing transaction has not been approved as provided above, the interested Director may be required to do such things and pay such damages as in the discretion of a court will provide an equitable and fair remedy to the corporation, taking into account any benefit received by it and whether the interested Director acted in good faith and with the intent to further the corporation's best interests.

Section 8.06 Statute of Limitations. An action to remedy an improper self-dealing transaction, brought by a proper party as defined by Section 5233(c) of the California Nonprofit Public Benefit Corporation Law to remedy an improper self-dealing transaction, must be commenced either:

- (a) within two (2) years after written notice setting forth the material facts of the transaction was filed with the Attorney General in accordance with the Attorney General's regulations; or
- (b) if no such notice is filed, within ten (10) years after the cause of action accrued.

Section 8.07 Corporate Loans and Advances. The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Director 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 Director, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the corporation or any subsidiary.

Section 8.08 Annual Statement of Certain Transactions. Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications described in Corporations Code Section 6322 to each of the directors not later than 120 days after the close of the fiscal year. The requirement for an annual statement under this Section 8.08 may be satisfied by including the information set forth in Corporations Code Section 6322 in the annual report provided to Directors pursuant to Section 9.02 below.

## **Article IX. OTHER PROVISIONS**

Section 9.01 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President/ Chief Executive Officer, Vice President, Secretary or Chief Financial Officer/ Treasurer 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 officers had no authority to execute the same. Any such instruments may be signed by

any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, 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.

Section 9.02 Annual Report. Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, within 120 days after the close of its fiscal year the corporation shall send, by U.S. mail or by electronic transmission, to each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable 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 the assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Section 9.03 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

Section 9.04 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 9.05 Fiscal Year. The fiscal year of the corporation shall end on the last day of June of each year.

## **Article X. INDEMNIFICATION AND INSURANCE**

Section 10.01 Indemnification. To the fullest extent permitted by law, this 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 an 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” shall have the same meaning here as in Section 5238(a) of the Corporations Code. On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or (c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in



Corporations Code Section 5238(b) or (c) has been met, and if so, the Board shall authorize indemnification.

Section 10.02 Types of Indemnification Not Permitted. No indemnification shall be made in any circumstances where it appears:

(a) 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

(b) That it would be inconsistent with any condition expressly imposed by a court.

Section 10.03 Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

#### **Article XI. AMENDMENTS**

Section 11.01 Bylaws. These Bylaws will be reviewed periodically by the Board. These Bylaws may be amended or repealed and new Bylaws adopted only by the Board.

Section 11.02 Effective Date. These Bylaws and any amendments to these Bylaws shall become effective immediately upon their adoption.

# # #

#### **CERTIFICATE OF ADOPTION OF BYLAWS**

I certify that I am the elected and acting Secretary of LA Coalition for Excellent Public Schools, a California nonprofit public benefit corporation, and that the foregoing bylaws constitute the bylaws of such corporation that were duly adopted by the corporation's Board of Directors by written consent on August \_\_\_\_, 2018.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on August \_\_\_\_\_, 2018.

\_\_\_\_\_  
\_\_\_\_\_, Secretary  
LA Coalition for Excellent Public Schools



To: Magnolia Public Schools  
From: Patrick Ontiveros, MPS General Counsel  
Date: November 1, 2018

RE: MOU with Los Angeles Coalition for Excellent Public Schools

Magnolia Public Schools (MPS) Chief Executive Officer and MPS General Counsel acknowledge that they have read and reviewed the contract/memorandum pertaining to the above matter.

A handwritten signature in blue ink that reads "Patrick Ontiveros" is written over a horizontal line.

Patrick Ontiveros  
MPS General Counsel

A handwritten date "11/1/18" in blue ink is written over a horizontal line.

Date

A handwritten signature in blue ink that reads "Alfredo Rubalcava" is written over a horizontal line.

Alfredo Rubalcava  
MPS CEO & Superintendent

A handwritten date "11/1/18" in blue ink is written over a horizontal line.

Date