

BYLAWS

YPI CHARTER SCHOOLS, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of California as the Board of Trustees (herein called the “Board”) shall determine. The Board is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. TRUSTEES

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, 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. References to the “Board of Trustees” and “Trustees” shall mean the “Board of Directors” and the “Directors”, respectively, for purposes of California law. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation 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 in addition to the other powers enumerated in these Bylaws:

(a) To select and remove the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix the compensation of non-Trustee officers, agents, and employees, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Board.

(b) To make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Bylaws.

(c) To borrow money and incur indebtedness for the purpose 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, hypothecation, or other evidences of debt and securities therefore.

Section 2. Number of Trustees. The authorized number of trustees shall consist of no less than three (3) and no more than twenty-five (25) trustees. The specific number shall be determined by the trustees from time to time. No reduction of the authorized number of trustees shall have the effect of shortening the term of any incumbent trustee. All trustees, except for the representative designated by the charter authorizer, shall be appointed by the existing Board of Trustees.

Section 3. Corporation without Members. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

Section 4. Terms. Each trustee shall hold office unless otherwise removed from office in accordance with these bylaws for a term of two (2) years and until a successor has been elected and qualified.

Section 5. Resignation. 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 time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be designated before such time, to take office when the resignation becomes effective.

Section 6. Removal. Any trustee, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a trustee shall be filled as provided in Section 7.

Section 7. Vacancies Filled by Board. Vacancies on the Board of Trustees, except for the representative appointed by the charter authorizer, may be filled by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by (a) the affirmative vote of a majority of the trustees then in office at a regular or special meeting of the Board, or (b) a sole remaining trustee. A vacancy in the seat of the representative of the charter authorizer shall be filled by the charter authorizer.

Section 8. Interested Trustees. Interested persons will not serve as a trustee. An "interested person" is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as trustee; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person.

Section 9. Place of Meeting. Regular or special meetings of the Board shall be

conducted within the jurisdictional boundaries of LAUSD. A two-way teleconference location shall be established at each schoolsite.

Section 10. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board. The agenda of the regular meeting shall adhere to the Brown Act.

Section 11. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or a majority of the trustees, with at least 24 hours advance notice of the meeting. The agenda of the special meeting shall also be posted at least 24 hours in advance and shall specify the time, location 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 and the agenda shall be posted in a location that is freely accessible to members of the public.

Notice of the time and place of special meetings of the Board shall be given or delivered personally to each trustee, or sent to each trustee by first-class mail or by other form of written or electronic communication at least twenty-four (24) hours before the meeting if personal delivery is made or if an electronic medium is used, and at least four (4) days before the meeting if the mail is used. Such notice may be written or (if delivered by telephone or personally) oral. Written notice shall be addressed or delivered to each trustee at his or her address as it is shown upon the records of the corporation, or as may have been given to the corporation by the trustee for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the trustees are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any trustee 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, prior thereto or at its commencement, the lack of notice to such trustee. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. A majority of trustees then in office shall constitute a quorum. All acts or decisions of the Board of Trustees will be by majority vote of the trustees in attendance, based upon the presence of a quorum. Should there be less than a majority of the trustees present at the inception of any meeting, the meeting shall be adjourned. Trustees may

not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 14. Voting on Special Matters. Notwithstanding any other provision of these Bylaws, an affirmative vote by no less than 3/4 of the trustees then in office shall be required to act upon the following matters:

- (a) Amending the Bylaws or Articles of Incorporation;
- (b) Establishing or changing the number of Trustees;
- (c) Adopting, revising or amending any mission statement of the corporation.

Section 15. Participation in Meetings by Conference Telephone. Members of the 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 Board of Trustees 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 Board of Trustees elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Trustees participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Trustees 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.²

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

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

Section 16. Adjournment. A majority of the trustees present, whether or not a quorum is present, may adjourn any trustees' meeting to another time and place. Notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the trustees who were not present at the time of adjournment, and to the public in the manner prescribed by the Brown Act.

Section 17. Rights of Inspection. Every trustee shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation, as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

Section 18. Committees. The Board may designate and appoint one or more committees, each consisting of two (2) or more trustees and no one who is not a trustee, to serve at the pleasure of the Board. The Board of Trustees may delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The amendment or repeal of bylaws or the adoption of new bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of committees of the Board or the members thereof.

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of trustees then in office, and such committee may be designated by any name the Board shall specify. The Board may appoint, in the same manner, alternate members of any 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. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 19. Nominating Committee. The Nominating Committee shall be composed of the members of the Executive Committee and any other persons appointed by the Executive Committee to serve on the Nominating Committee, and the President shall chair the Nominating Committee. Prior to the meeting of the Board at which trustees and officers are to be elected, the chair of the nominating committee shall solicit suggestions from interested parties for candidates

to stand for election as trustees and officers of the corporation. The chair of the Nominating Committee shall then prepare a slate of nominees which shall be mailed to the trustees at least thirty (30) days before the date of the meeting at which the election shall be held. Additional nominees shall be added to the slate if a nominee is sponsored by more than seven (7) of the trustees not less than ten (10) days before the meeting.

Section 20. Compensation. Trustees and members of committees shall not receive any compensation for their services but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.

ARTICLE III. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the President or Chairman of the Board.

Section 2. Permitted Officers. The Board may choose a Chairman of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and 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 the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected annually by the Board at a regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. President. Subject to the control of the Board, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the corporation has no Chairman of the Board, then the President shall preside at all meetings of the Board. The President shall hold office for a term of two (2) years and until a successor has been elected and qualified. A President may succeed himself in office.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all

meetings of the Board and its committees. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the trustees present at Board of Trustees and committee meetings; and the vote or abstention of each Board member present for each action taken. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the trustees of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the trustees, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

ARTICLE IV. INDEMNIFICATION

The corporation shall have the power to indemnify trustees, officers, employees and agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

ARTICLE V. REPORTS

The corporation shall furnish to all of the trustees annually a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the preceding fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the preceding fiscal year.

5. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The report required by this Article shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the corporation that such reports were prepared without audit from the books and records of the corporation.

ARTICLE VI. NONDISCRIMINATION POLICY

All schools operated by the corporation admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the schools. They do not discriminate on the basis of race, color, national and ethnic origin in administration of their educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE VII. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the trustees and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents; 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 Chairman of the Board, the President, or any Vice President and the Secretary or Treasurer or any Assistant Secretary or 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 or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

ARTICLE VIII. CONTRACTS WITH TRUSTEES

Section 1. Contracts with Trustees. The Corporation shall not enter into a contract or transaction in which a trustee directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's trustees are trustees and have a material financial interest).

ARTICLE IX. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. Contracts with Non-Trustee Designated Employees. The Corporation shall not enter into a contract or transaction in which a non-trustee designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

ARTICLE X. BYLAW AMENDMENTS

Section 1. Bylaw Amendments. The Board of Trustees may adopt, amend or repeal any of these bylaws by a majority vote of the trustees present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these bylaws inconsistent with such charter, the Corporation's articles of incorporation, or any laws.

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting Secretary of YPI Charter Schools, a California nonprofit public benefit corporation; that these bylaws, consisting of 9 pages, are the bylaws of this corporation as amended on _____.

Executed on _____, _____ at Los Angeles, California.

Sandra Mendoza, Secretary