

~~FOURTH~~FIFTH AMENDED AND RESTATED BYLAWS
OF
CAMINO NUEVO CHARTER ACADEMY
A California Nonprofit Public Benefit Corporation

(Adopted November 16, 2020)

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 the following address:

3435 W. Temple Street
Los Angeles, CA 90026

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. PURPOSES AND OBJECTIVES

The corporation is a nonprofit public benefit corporation as described in the California Nonprofit Public Benefit Corporation law. The corporation may engage in activities that are reasonably related to or in furtherance of its charitable and public purposes, which includes, but is not limited to, providing comprehensive public educational progress for students in kindergarten through twelfth grade in low-income, predominantly immigrant and multilingual areas. The property of the corporation is irrevocably dedicated to charitable purposes in a manner which meets the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Sections 23701(d) and 214 of the California Revenue and Taxation Code. The corporation shall not discriminate on the basis of race, color, national origin, religion, or any other characteristic protected under applicable federal statute or local law with respect to its charitable activities.

ARTICLE III. MEMBERSHIP

Section 1. Membership. Pueblo Nuevo Education and Development Group, a California nonprofit public benefit corporation, shall be the sole statutory member of this corporation (“Sole Statutory Member”) as the term “member” is defined in Section 5056 of the Nonprofit Corporation Law of California, ~~with the power to elect or remove directors~~. The membership of the Sole Statutory Member in this corporation is not transferable.

Section 2. Associates. Nothing in this Article III 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, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth

in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

Section 3. Rights. The Sole Statutory Member shall have the rights ~~, as~~ set forth in these bylaws and Section 5056 of the California Nonprofit Corporation Law, and to approve ~~this corporation's elected directors of the board, the disposition of all or substantially all of this corporation's assets, any merger and its principal terms and any amendment of those terms, any election to dissolve this corporation,~~ any amendment to these bylaws which would affect such rights of the Sole Statutory Member ~~'s rights as provided under the California Nonprofit Corporation law or under these bylaws, and as otherwise required under the California Nonprofit Corporation Law or set forth in these bylaws.~~

ARTICLE IV. DIRECTORS

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 of Directors (the "Board"). 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, and fix their compensation, ~~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 Directors. The authorized number of directors shall be between five (5) and eighteen (18). ~~—No reduction in the authorized number of directors shall have the effect of shortening the term of any incumbent director.~~

Section 3. Election and Term of Office. Directors shall be elected at a regular meeting of the Board from a slate of nominations presented by the Nominating Committee, ~~but if any such regular meeting is not held or the directors are not elected thereat, the directors may be elected~~ or

at any special meeting of the Board held for that purpose. Each director shall hold office for an initial term of one (1) year and until a successor has been elected and qualified. Each director re-elected to the board shall hold office for a term of three (3) years and until a successor has been elected and qualified~~seated~~. Directors may succeed themselves in office. ~~The Board at its organizational meeting each year, or at such other times in its sole discretion, may elect a chair and such vice chairs as it deems appropriate.~~

Section 4. 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 as a whole, unless the notice specifies a later time for the effectiveness of such resignation; *provided, however*, that a director may not resign except upon notice to the Attorney General in a case where the corporation would be left without a duly elected director in charge of its affairs. 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 5. Interested Directors. So long as not inconsistent with Education Code Section 47604.1, 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 (1) 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, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.~~

~~Section 6.~~Section 5. Place of Meeting. Regular or special meetings of the Board shall be held at any place within Los Angeles County which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

~~Section 7.~~Section 6. Regular Meetings. Regular meetings of the Board, including annual meetings, shall be held on such dates and at such times as may be fixed by the Board, subject to the requirements of the Brown Act and the Charter Schools Act.

~~Section 8.~~Section 7. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chief Executive Officer, the President, the Secretary, or any two (2) directors, subject to the requirements of the Brown Act and the Charter Schools Act. ~~—Notice of the time and place of special meetings of the Board shall be given or delivered personally to each director personally or by telephone or email, or sent to each director by written or telephonic communication (including email, cable, telegram, telex and telephone) at least twenty-four (24) hours before the meeting if personal delivery is made or if the telephone, email, telegraph, cable, facsimile or telex is used, and at least four (4) days before the meeting if the regular 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 director 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 director~~

~~for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.~~

~~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 9.~~Section 8. 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, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

~~Section 10.~~Section 9. Quorum. A majority of directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in this Article IV, Section 12. ~~Except as provided in this Article IV, Section 9, all~~All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, ~~and every such act or decision shall be the act of the Board, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions with interested directors, transactions involving corporations with common directors, fixing of compensation for directors, creation of or appointments of committees and indemnification of directors and other agents), or by the Articles of Incorporation or these Bylaws~~subject to the more stringent provisions of the Nonprofit Public Benefit Corporation Law and the Political Reform Act. ~~, except that a~~A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors ~~with voting authority, if any~~but no action can be taken ~~is approved by at least a majority of the required quorum for such meeting~~unless and until a quorum is restored.

~~Section 11.~~Section 10. Voting on Special Matters. Notwithstanding any other provision of these Bylaws, an affirmative vote by no less than two-thirds (2/3) of the total directors shall be required to act upon the following matters:

- (a) Amending the Bylaws or Articles of Incorporation
- (b) Establishing or changing the number of ~~D~~directors
- (c) Adopting, revising or amending any mission statement of the corporation
- (d) Adopting, revising or amending any statements of policy regarding curriculum or its programmatic implementation.

~~Section 12.~~Section 11. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through the use of video or telephone conference

equipment, subject to the requirements of the Brown Act and Education Code Section 47604.1. In addition, a two-way teleconference location will be established at each schoolsite to allow members of the public to participate in Board meetings.

~~Section 13.~~Section 12.Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. ~~Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if~~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 reconvened meeting to the directors who were not present at the time of adjournment.

~~Section 14.~~Section 13.Rights of Inspection. Every director 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, subject to applicable privacy laws, and to inspect the physical properties of the corporation.

~~Section 15.~~Section 14.Committees. The Board may designate and appoint one (1) or more committees, each consisting of two (2) or more directors and any number of non-director members, and 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; or
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeatable.~~;~~ ~~or~~

~~The approval of any transaction prohibited by Section 5233 of the California Nonprofit Public Benefit Corporation Law or other applicable law.~~

Any such committee must be established and the members thereof appointed by a majority of the number of directors 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~~mMeetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee. The Board, or in its absence, any committee shall have the power to elect a chair, a vice chair of its committee.

~~Section 16.~~Section 15.Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall consist of the Chairman and such other members of the Board of Directors as the Board shall from time to time determine. During intervals between meetings of the Board, the Executive Committee shall have and exercise all of the authority of the board except as otherwise limited by these bylaws or by the Board or matters that require full Board approval.

The Executive Committee shall cause minutes of its meetings to be distributed to all directors and be kept and filed with the minutes of the meetings of the Board.

~~Section 17.~~Section 16.Nominating Committee. The Nominating Committee shall be composed of the members of the Executive Committee and any other members of the Board of Directors appointed by the Executive Committee to serve on the Nominating Committee. Prior to the meeting of the Board at which directors 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 directors and officers of the corporation. The chair of the Nominating Committee shall then prepare a slate of nominees which shall be mailed to the directors 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 ten percent (10%), of the directors not less than ten (10) days before the meeting.

~~Section 18.~~Section 17.Compensation. Directors 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. Nothing shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation for such services.

ARTICLE V. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a Chief Executive Officer, a 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 V may be held by the same person, except that neither the President nor the Secretary or the Treasurer may serve concurrently as the Chief Executive Officer, and neither the Secretary or the Treasurer may serve concurrently as the Chairman of the Board.

Section 2. Additional Permitted Officers. The Board may choose one or more 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. Subject to the rights, if any, of any officer under an employment contract, 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, subject to any rights, if any, under a contract of employment, may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. Chief Executive Officer. Subject to the control of the Board, the Chief Executive Officer shall be the general manager and 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.

Section 6. President. The President shall preside as the Chair at Board meetings, unless the Board elects a separate Chairperson, and shall have such powers as the Board may delegate to him or her. ~~and, i~~ In the absent of the Chief Executive Officer, the President shall have the powers of the Chief Executive Officer and shall act for and in the stead of the Chief Executive Officer.

Section 7. Secretary. The Secretary shall be the custodian of the ~~seal of the corporation and of the~~ books and records of the corporation 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 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 8. Treasurer. The Treasurer shall be the chief financial officer of the corporation and 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 directors 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 directors, 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 VI. INDEMNIFICATION

Section 1. Indemnification.

(a) The corporation shall have the power to indemnify directors, officers, employees and agents to the fullest 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. Any repeal or modification of this Article VI shall not result in any liability for any such directors, officers, employees or agents with respect to any act of omission prior to such repeal or modification.

(b) Notwithstanding the foregoing, the corporation shall have power to 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 the 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 the 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 the 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 the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) The corporation shall have power to 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 the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator 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 Article VI, Section 1:

(i) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the 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, without 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.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraphs (b) or (c) of this Article VI, Section 1 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.

(e) Except as provided in paragraph (d) of this Article VI, Section 1, any indemnification under this Article VI, Section 1 shall be made by the 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 paragraphs (b) or (c) of this Article VI, Section 1, by:

(i) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(ii) The court in which such proceeding is or was pending upon application made by the 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 the corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the 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 VI, Section 1.

(g) No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article VI, Section 1. Nothing contained in this Article VI, Section 1 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 2. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII. REPORTS

The corporation shall furnish to all of the directors 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 reports required by this Article VII 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 VIII. 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 directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Fiscal Year. The fiscal year of the corporation shall commence on July 1 and end on June 30, unless otherwise fixed by the Board.

Section 3. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by applicable law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by such persons authorized by the Board from time to time.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

~~Section 5. Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.~~

~~Section 6.~~Section 5. Amendment of Articles and Bylaws. ~~Subject to any provision of law applicable to the amendment of the Articles of Incorporation or these Bylaws of public benefit nonprofit corporations, the~~The Articles of Incorporation and these Bylaws may be adopted, amended or repealed in whole or in part by majority vote of all directors then in office, subject to applicable law and Article III, Section 3 and Article IV, Section 10 of these Bylaws.

~~Section 7.~~Section 6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in ~~Part 1 of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation law~~ shall govern the construction of these Bylaws. ~~As used herein, "directors" shall mean "directors" for purposes of said law.~~

~~Section 8.~~Section 7. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the corporation.

CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY: That the foregoing is a true and correct copy of the ~~Fifth~~ ~~Fourth~~ Amended and Restated Bylaws of Camino Nuevo Charter Academy and that such Bylaws were duly adopted by the Board of Directors of said corporation on ~~September 19, 2019~~ November 16, 2020.

_____, Secretary