

**RESOLUTION OF THE BOARD OF DIRECTORS OF TEACH, INC. CONSIDERING THE CONTINUED STATE OF EMERGENCY AND CIRCUMSTANCES FOR BOARD MEETINGS BY TELECONFERENCE PURSUANT TO THE BROWN ACT**

WHEREAS, meetings of the Board of Directors (“Board”) of TEACH, Inc. (“TEACH”) are called, held, and conducted in accordance with the Ralph M. Brown Act (Govt. Code § 54950, *et seq.*) (the “Brown Act”), as applicable.

WHEREAS, on or about March 4, 2020, Governor Newsom proclaimed a state of emergency in California in response to the coronavirus (COVID-19) outbreak. The state of emergency remains active, and state and local officials recommend health and safety measures to promote social distancing.

WHEREAS, on or about March 20, 2020, Governor Newsom issued Executive Order N-29-20 to temporarily suspend certain requirements under the Brown Act which, among other things, expanded flexibility to hold meetings by teleconference during the COVID-19 pandemic. Executive Order N-29-20 expired on September 30, 2021.

WHEREAS, following the recent enactment of Assembly Bill 361 (2021), revised Section 54953(e) of the Brown Act now provides modified conditions with regards to Board member and public participation by teleconference during a state of emergency in order to maintain social distancing.

NOW, THEREFORE, this Board hereby finds, resolves and orders as follows:

Section 1. After consideration or reconsideration, as applicable, of the circumstances of the ongoing state of emergency, this Board finds that such circumstances continue to directly impact the ability of Board members to meet safely in person, and that state and local health officials continue to recommend measures to promote social distancing.

Section 2. In light of these ongoing circumstances, meetings of the Board, and its committees, if any, shall be called, held and conducted in accordance with the teleconferencing requirements of Section 54953(e)(2) of the Brown Act, rather than Section 54953(b)(3).

Section 3. This resolution shall take effect immediately upon its adoption and shall remain effective for thirty (30) days, or until this Board adopts a subsequent resolution or otherwise makes findings by majority vote in accordance with Section 54953(e)(3) to extend the effective period by another thirty (30) days. The Board may delegate, by motion or other action of the Board, its authority to make findings in accordance with Section 54953(e)(3) to a Board committee.

Section 4. The officers of this Board, the Executive Director of TEACH, or their designee(s), are individually authorized and directed to take or cause to be taken such other actions as may be required to fulfill the purposes of this resolution.

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**CERTIFICATE OF ADOPTION**

I, \_\_\_\_\_, Secretary of Board of Directors of TEACH, Inc., a California nonprofit public benefit corporation, County of Los Angeles, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a regular meeting of the Board of Directors of TEACH, Inc., which was held on \_\_\_\_\_, 2021, at which all the members of the Board of Directors had due notice and at which a quorum was present; and at such meeting such resolutions were adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

WITNESS my hand this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Secretary, TEACH, Inc.