

**BYLAWS
OF
PALISADES CHARTER HIGH SCHOOL**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

The name of this corporation is: Palisades Charter High School.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. **PRINCIPAL OFFICE OF THE CORPORATION.** The principal office for the transaction of the activities and affairs of this corporation is 15777 Bowdoin Street, Pacific Palisades, County of Los Angeles, State of California. The Board of Directors (“board of directors” or “board”) may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. **OTHER OFFICES OF THE CORPORATION.** The board of directors 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
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

The purpose of this corporation is to manage, operate, guide, direct and promote the Palisades Charter High School (“Charter School” or “PCHS”), a California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Unless the context indicates otherwise, the general provisions, rule of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of

these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School’s Charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI CORPORATIONS WITHOUT MEMBERS

This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation’s board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board of directors finds appropriate.

ARTICLE VII BOARD OF DIRECTORS

Section 1. GENERAL 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 bylaws, the corporation’s activities and affairs shall be managed, 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), management company or committees (Article VII, Section 23), 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.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the board of directors shall have the power to:

(a) Subject to any applicable contractual or other legal requirements, appoint and remove, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(b) 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 any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of the board.

(c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Adopt and use a corporate seal.

Section 3. DESIGNATED DIRECTORS. The designated directors (also referred to herein as "board members") are described in the Membership section of Element 4 of the Charter School's Charter, from which the language below has been excerpted:

The Board of Directors shall consist of eleven (11) voting members, the majority of whom shall be non-interested stakeholders (neither employed by nor otherwise compensated by PCHS). A PCHS pupil will be permitted, in accordance with the Board's bylaws, to serve as a non-voting member of the Board of Directors. Board members should be drawn from the same geographic areas as the School's student body. Among the desired qualifications for board members should be expertise in the fields of finance, law and ethics, and/or education practice...

The voting members of the Board of Directors will include:

- *The Executive Director;*
- *Three credentialed faculty members;*
- *Three parents, with at least one representing traveling pupil communities;*
- *Three members representing the community; and*
- *One member of the non-certificated staff.*

With the exception of the Executive Director, all Board members will be elected by stakeholders. The faculty stakeholder group will elect two faculty members, one community member exclusively and the other two community members with the parent stakeholder group in accordance with the Board bylaws. The School's pupils will elect one faculty member. The parent stakeholder group will elect its own members and elect two community members with the faculty stakeholder group. At least one parent member must be from the traveling pupil community...

The Charter further specifies that

In order to foster a cooperative and collaborative relationship, facilitate communication, encourage a meaningful articulation of ideas, and promote mutual understanding between PCHS and non-charter schools within the LAUSD, one representative of the LAUSD will be permitted, in accordance

with the bylaws, to serve as a non-voting ex officio member of the Board of Directors.

To run for the position of director, an individual should, to the best of his or her knowledge, be an eligible member of the group that he or she will be representing for the entire term. Eligible candidates for the board of directors must also demonstrate a willingness to actively support and promote the Charter School, as well as a dedication to the Charter School's educational philosophy and goals.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the board of directors may be interested persons. An interested person is (a) any person 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 director as director; 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 5. BOARD MEMBERS' TERMS. Board Member's terms shall be as described in the Membership section of Element 4 of the Charter School's Charter, from which the language below has been excerpted:.

Faculty elected by teachers, parent and community members each serve two year alternating terms, pupil Board Member serves a two-year term, and staff member, administrator representative and faculty member elected by students serve one year terms. Terms will begin at the first Board of Directors meeting held after regular elections.

In order to provide continuity of leadership, directors' terms shall be staggered in such manner as the board deems appropriate.

Section 6. ELECTION COMMITTEE. The board of directors shall appoint an Election Committee. The Election Committee shall (a) help source qualified candidates, when necessary, (b) confirm candidate eligibility and (c) oversee any election to the board of directors, according to the composition criteria set forth in Section 3 of this Article VII.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT CANDIDATE. If more people are running for director than can be elected, no corporation funds may be expended to support a candidate.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director; (b) the removal of a director with or without cause, by resolution of the board as noted below; (c) the declaration by resolution of the board of directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under

California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (d) the increase of the authorized number of directors; (e) the failure to solicit a candidate for a vacant director position; and (f) termination of employment with the Charter School.

Any director may be removed, with or without cause, by the vote of the majority of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 14. Any vacancy caused by the removal of a director shall be filled as provided in Section 11.

Any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or (c) the board by resolution of the majority of board members must agree before a director who has missed three meetings may be reinstated.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the vice chairman or the secretary of the board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 11. VACANCIES FILLED BY ALTERNATES OR SPECIAL ELECTION. A vacancy on the board of directors shall be filled by the appropriate alternate as designated in the Charter School Charter and these bylaws. The alternate for any particular director position shall be designated as the next highest vote earner in the election in which the vacating director was most recently elected.

Should the designated alternate no longer be eligible or willing to serve, the vacancy shall be filled by an appropriate special stakeholder election, with the exception that if the remaining term of office of a vacant director position is six (6) months or less, the vacancy may either be filled or left vacant by approval of the board of directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (3) a sole remaining director.

Section 12. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

Section 13. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the corporation. The board of directors may designate that a meeting be held at any place within California that has been designated by resolution of the board of directors or in the notice of the meeting. All meetings of the board of directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 14. MEETINGS; ANNUAL MEETINGS. All meetings of the board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

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. This meeting shall be held at a time, date, and place as may be specified and noticed by the chairman of the board.

Section 15. REGULAR MEETINGS. Unless changed and publicized with adequate notice, regular meetings of the board shall be held on the third Tuesday of every month, unless the third Tuesday of the month should fall on a legal holiday or unless a quorum (as defined in Article VII, Section 19) is unavailable. At least 72 hours before a regular meeting, the board, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 16. SPECIAL MEETINGS. Special meetings of the board for any purpose may be called at any time by the chairman of the board, the vice chairman, the president, the secretary, or a majority of the board of directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 17. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the board may be held only after twenty-four (24) hours notice is given to each board member and to the public through the posting of an agenda. Pursuant to the Brown Act, the board shall adhere to the following notice requirements for special meetings:

(a) Any such notice shall be addressed or delivered to each board member at the board member's address as it is shown on the records of the corporation, or as may have been given to the corporation by the board member for purposes of notice, or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the board are regularly held.

(b) Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the

office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

(c) The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 18. TELECONFERENCE MEETINGS. Board members 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 majority of the voting board members then in office shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;

(b) All votes taken during a teleconference meeting shall be by roll call;

(c) If the board elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;

(d) All locations where a member 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 directly at each teleconference location; and

(f) The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 19. QUORUM. A majority of the voting directors then in office (not to include vacant director positions in the calculation) shall constitute a quorum. Any action taken by a majority of the directors present at a meeting duly held in which a quorum is present constitutes an act of the board. Should there be less than a majority of the voting directors then in office present at any meeting, the meeting shall be adjourned. Voting directors may not vote by proxy. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum.

¹ This means that directors 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 20. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any board meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 21. CLOSED SESSION MEETINGS. Closed session meetings of the board shall be posted and run in compliance with the provisions of the Brown Act. Unless otherwise dictated by need and approved by the chairman of the board (or if the chairman of the board is absent, the vice chairman of the board), only voting members of the board may participate in closed session meetings.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board of directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 23. CREATION OF POWERS OF COMMITTEES. The board may create one or more standing and/or ad hoc committees, to serve at the pleasure of the board. Standing committees currently include the following: (1) the Budget and Finance Committee; (2) the Educational Programs Committee; (3) the Operations, Facilities and Technology Committee; (4) the Communications Committee; and (5) the Policy Committee. Authorized committees that shall exercise the authority of the board, shall consist of two or more directors. Unless otherwise changed by board approval, the only committee that is authorized to exercise the authority of the board is the Grade Appeals Committee. Authorized standing committees that do not exercise the authority of the board, shall consist of individuals elected to committee membership according to the respective committee's bylaws. The goal is for teachers to comprise at least 50% of each standing committee. Committees shall report to the board on a periodic basis. Subject to the approval of the board, each standing committee shall establish its own bylaws to address, among other matters, purpose, committee membership, elections, meetings, and duties. Committees of the board of directors shall have all the authority to the extent provided in the board of directors' resolution establishing the committee, except that committee actions potentially involving substantial liability or major policy decisions, as determined by the executive director or the board, shall be approved by the board and no committee may:

(a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the board or approval of a majority of all directors;

(b) Fill vacancies on the board of directors or any committee of the board;

(c) Fix compensation of the directors for serving on the board of directors or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the board of directors that by its express terms is not so amendable or subject to repeal;

(f) Create any other committees of the board of directors or appoint the members of committees of the board;

(g) Expend corporate funds to support a nominee for director if more people are running for a director position than can be elected; or

(h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Section 24. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the board of directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other board of directors actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board of directors resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board of directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board of directors has not adopted rules, the committee may do so.

Section 25. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the board of directors shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this corporation shall be a chairman of the board, a vice-chairman of the board, a president, a vice-president, a secretary, and a chief financial officer. The Charter School’s president shall be known as the “Executive Director.” All references in these bylaws to the “president” shall apply to the Executive Director. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the board of directors and shall serve at the pleasure of the board, subject to the rights and duties of any officer under any employment contract. Officers' terms may be staggered to provide continuity of leadership.

Section 4. APPOINTMENT OF OTHER OFFICERS. The board of directors may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

Section 5. REMOVAL OF OFFICERS. Subject to any applicable contracts, collective bargaining requirements or other legal requirements, without prejudice to the rights of any officer under an employment contract, the board of directors may remove any officer with or without cause. An officer who was not chosen by the board of directors may be removed by any other officer on whom the board of directors confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. 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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIRMAN OF THE BOARD. The chairman of the board of directors shall preside at board of directors meetings and shall exercise and perform such other powers and duties as the board of directors may assign from time to time.

Section 9. VICE-CHAIRMAN OF THE BOARD. In the absence of the chairman, the vice-chairman shall preside at board of directors meetings and shall exercise and perform such other powers and duties as the board of directors may assign from time to time.

Section 10. PRESIDENT. The chief officer of the Charter School shall be the president, also known as the Executive Director. Subject to such supervisory powers as the board of directors may give to the chairman of the board, if any, and subject to the control of the board, and subject to the president's contract of employment, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The president shall have such other powers and duties as the board of directors or the bylaws may require.

Section 11. VICE-PRESIDENTS. The vice-president is also known as the Academic Principal. Subject to the vice-president's contract of employment, if the president is absent or disabled, the Academic Principal or such other vice president as may be designated by the board, shall perform all duties of the president. When so acting, the vice-president shall have all powers of and be subject to all restrictions on the president. The vice-presidents shall have such other powers and perform such other duties as the board of directors or the bylaws may require.

Section 12. SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board of directors may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. 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; and the names of persons present at board of directors and committee meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board of directors, and of committees of the board of directors, that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board of directors or bylaws may require.

Section 13. CHIEF FINANCIAL OFFICER. Subject to the chief financial officer's contract of employment, the chief financial officer, known also as the Chief Business Officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the board members such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board of directors may designate; (b) disburse the corporation's funds as the board of directors may order; (c) render to the president, chairman of the board, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the board, contract, job specification, or the bylaws may require.

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board of directors for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

**ARTICLE IX
CONTRACTS WITH DIRECTORS**

The corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors have a material financial interest) unless all of the following apply:

(a) The director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the board meeting minutes.

(b) The director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during board discussion and when the final vote is taken).

(c) Such contract or transaction is authorized in good faith by a majority of the board of directors by a vote sufficient for that purpose.

(d) Before authorizing or approving the transaction, the board of directors considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.

(e) The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**ARTICLE X
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES**

The corporation shall not enter into a contract or transaction in which a non-director 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 Palisades Charter High School Conflict of Interest Code have been fulfilled.

**ARTICLE XI
LOANS TO DIRECTORS AND OFFICERS**

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided,

however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

ARTICLE XII 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,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board of directors by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c) the board of directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the board of directors shall authorize indemnification.

ARTICLE XIII INSURANCE

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law 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 XIV MAINTENANCE OF CORPORATE RECORDS

This corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its board and committees of the board; and
- (c) Such reports and records as required by law.

ARTICLE XV INSPECTION RIGHTS

Section 1. DIRECTORS’ RIGHT TO INSPECT. Every director shall have the right at any reasonable time to inspect the corporation’s books, records, documents of every kind,

physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director'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. 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 confidential employee records or pupil educational records, etc.) pertaining to access to books, records, and documents.

Section 2. **REQUESTS FOR PUBLIC RECORDS.** This corporation shall comply with the requirements of the California Public Records Act. (See Government Code Section 6250 et seq.).

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by any stakeholder at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, upon written request, furnish a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVI REQUIRED REPORTS

Section 1. **ANNUAL REPORTS.** The board of directors shall cause an annual report to be sent to the board of directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate 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 assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required under these bylaws; and
- (f) An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 2. **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.** As part of the annual report or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal

year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either:

(1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE XVII AMENDMENT TO BYLAWS

These bylaws may be amended by a majority vote of the board of directors at a meeting in which a quorum is present. Bylaws may not be amended to include any provision that conflicts with law, the Articles of Incorporation, or the Charter of the Palisades Charter High School.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Palisades Charter High School, a California nonprofit public benefit corporation; that these bylaws, consisting of fifteen (15) pages, are the bylaws of this corporation as amended by the board of directors on October 20, 2009; and that these bylaws have not been amended or modified since that date.

Executed on October 20, 2009 at Pacific Palisades, California.

Darcy Stamler, Secretary