

**AMENDED AND RESTATED BYLAWS
OF
LARCHMONT SCHOOLS**
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is: Larchmont Schools.

**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 444 N. Larchmont Boulevard, #207, Los Angeles, CA 90004. The board of directors 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**

Section 1. GENERAL AND SPECIFIC PURPOSES. The public and charitable purposes for which this corporation is formed are to establish, manage, operate, guide, direct and promote California charter schools. 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**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules 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

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the corporation’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

Section 1. 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 (“board”). The board may delegate the management of the corporation’s activities to any person(s), 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.

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) Appoint and remove, at the pleasure of the board of directors, 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, if applicable; 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.
- (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 AND TERMS. The authorized number of Directors shall be no more than twenty-one (21) and no less than three (3) until changed by amendment of these Bylaws. The Board is composed of parents/guardians of currently enrolled students and community members with expertise in areas that enhance the governance and operations of the corporation and its charters. The Board shall not include any "interested persons" as defined in Section 4 (below). Additionally, as required under Education Code section 47604(c), a charter authorizer has the right to appoint a representative to the Board.

The Board may, from time to time, elect or appoint additional Directors through the majority vote of the existing Board, and consistent with the above requirements.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board 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.

Section 5. DIRECTORS TERM. Each director shall hold office for two (2) years and until a successor director has been designated and qualified.

Section 6. NOMINATIONS BY COMMITTEE. The chairman of the board of directors may appoint a committee to designate qualified candidates for election to the board of directors before the date of any election of directors. The nominating committee shall make its report before the date of the election or at such other time as the board of directors may set and the secretary shall forward to each board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the board's authorization.

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 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; (c) the removal of a director by a majority vote of the directors then in office; (d) the increase of the authorized number of directors; or (e) the failure of the Board to elect the number of directors required to be elected/appointed at such meeting.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the chairman of the board 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. If a director's resignation is effective at a later time, the board of directors may elect a successor to take office as of the date when the resignation becomes 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 BOARD. Vacancies on the board of directors may be filled by approval of the board of directors or, if the number of directors then in office is less than a quorum, by (1) the affirmative vote of a majority of the directors then in office at a meeting or (2) 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 within the jurisdiction, and as noticed in accordance with the terms and provisions of the Ralph M. Brown Act ("Brown Act"), California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation. The board of directors may designate that a meeting be held at any place within its jurisdiction that has been designated 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 Brown Act.

Section 14. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. Any board of directors meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- (c) The board of directors has adopted and implemented a means of verifying both of the following:
 - (1) A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the board of directors meeting.
 - (2) All statements, questions, actions or votes were made by that

director and not by another person not permitted to participate as a director.

- (d) The meeting is held and conducted in accordance with the terms and provisions of the Brown Act.
- (e) Agendas will be posted at all teleconference locations.
- (f) Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding.
- (g) Each teleconference location shall be accessible to the public from locations within the boundaries of the territory over which the Board exercises jurisdiction.
- (h) At least a quorum of the Board shall participate in the teleconference meeting from a location with the jurisdiction.
- (i) All votes taken during a teleconference meeting shall be by roll call.

Section 15. ANNUAL AND REGULAR MEETINGS. Regular meetings of the board of directors shall be held on a regular basis from time to time as designated by the Board. The board of directors shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. The board may hold regular, special and emergency meetings. All meetings of the board of directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 16. AUTHORITY TO CALL SPECIAL MEETINGS. Special and emergency meetings of the board of directors for any purpose may be called at any time by the chairman of the board or a majority of the directors.

Section 17. NOTICE OF SPECIAL MEETINGS. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) telegram; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records and shall be sent with at least such notice as is required in accordance with the terms and provisions of the Brown Act.

Notice of the time and place of special meetings shall be given to all media who have provided written notice to Larchmont Schools.

Notice of the meeting will be given to the public at least 24 hours before the special meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office and the business to be transacted at the meeting.

All notice requirements will comply with the terms and provisions of the Brown Act.

Section 18. QUORUM. A majority of the authorized number of directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors.

Section 19. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 20. CREATION OF POWERS OF COMMITTEES. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, to serve at the pleasure of the board. Committees may be structured so that they report to the Larchmont Schools Executive Director. Appointments to committees of the board of directors shall be by majority vote of the authorized number of directors. The board of directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that 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 entire board;
- (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 have been nominated for director 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

Section 21. 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 22. **NON-LIABILITY OF DIRECTORS.** No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 23. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** Larchmont Schools 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 President, a Secretary, and a Treasurer. The corporation, at the board’s direction, may also have a Chairman of the Board and a Vice-Chair.

Section 2. **DUPLICATION OF OFFICE HOLDERS.** Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the corporate 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 of any officer under any employment contract.

Section 4. **APPOINTMENT OF OTHER OFFICERS.** The board of directors may appoint and authorize the Chairman of the Board 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.** 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.** If a chairman of the board of directors is elected, he or she 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. If a Chairman of the Board is elected from amongst the board, there shall also be a Vice-Chair selected from amongst the board. The Vice-Chair shall preside at board meetings in the absence of the Chairman and shall exercise and perform such other duties as the board may assign from time to time.

Section 9. **PRESIDENT.** The President, also known as the Larchmont Schools Executive Director, shall be the general manager of the corporation and shall supervise, direct and control the corporation's day-to-day activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall also have such other powers as the board of directors or these bylaws may require. The President shall not also be a member of the board of directors.

Section 10. **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 members, of the board, 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 11. **TREASURER.** The treasurer 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 treasurer shall send or cause to be given to the members and directors 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 treasurer shall (i) 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; (ii) disburse the corporation's funds as the board of directors may order; (iii) render to the chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (iv) 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 treasurer 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 treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE IX CONTRACTS WITH DIRECTORS AND OFFICERS

Section 1. **CONTRACTS WITH DIRECTORS AND OFFICERS.** The corporation shall not enter into a contract or transaction in which a director or officers directly or indirectly has a material financial interest.

ARTICLE X LOANS TO DIRECTORS AND OFFICERS

Section 1. **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 XI INDEMNIFICATION

Section 1. **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 XII INSURANCE

Section 1. **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 XIII
MAINTENANCE OF CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. This corporation shall keep:

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

**ARTICLE XIV
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 educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. 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 at all reasonable times during office hours.

**ARTICLE XV
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, or as soon thereafter as the annual independent financial audit required under the Charter School's Act is completed. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, or 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 disbursement 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 the corporation shall 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 XVI AMENDMENT OF BYLAWS

The Board of Directors may adopt, amend, or repeal bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these bylaws will require a majority vote of the authorized number of directors then in office.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Larchmont Schools, a California nonprofit public benefit corporation; that these bylaws, consisting of 12 pages, are the amended and restated bylaws of this corporation as adopted by the board of directors on September 11, 2012; and that these bylaws have not been amended or modified since that date.

Executed on September 11, 2012 in Los Angeles, California.

Marya Francis, Secretary