

**AMENDED AND RESTATED BYLAWS  
OF DA VINCI SCHOOLS**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in the County of Los Angeles, State of California.

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of the Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of the Bylaws.

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE 2  
NONPROFIT PURPOSES**

**SECTION 1. IRC SECTION 501(C)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section (c)(3) of the Internal Revenue Code.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be to establish and operate public charter schools within the State of California that will provide education instruction and other education-related programs to students residing in California and to have in furtherance of the foregoing purpose, all powers which are now, or may hereafter be, conferred upon corporations organized under the Nonprofit Public Benefit Corporation Law.

**ARTICLE 3  
DIRECTORS**

**SECTION 1. NUMBER**

The corporation shall have not less than 5 nor more than 15 directors, as set by a resolution of the Board, and collectively they shall be known as the Board of Directors. As of January, 2013, the number of Board members has been set at 7 members by resolution. Prior to the adoption of any resolution changing the number of Board members, the Board of Directors shall consult with the Wiseburn School District board of directors regarding the qualifications and method of selection of the proposed board's composition in light of the District's rights of nomination and confirmation, as set forth in these Bylaws.

**SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in the state. Not fewer than three Directors shall be residents of the Wiseburn School District at the time of their election or appointment. Directors with legal, financial and pedagogical expertise shall be sought, and shall have a commitment to the communities served by the corporation. As long as the corporation operates a charter school, the authorizer of the charter or charters shall be entitled to a representative on the Board, provided that the representative shall not be an employee of the authorizer, provided that Wiseburn School District, as authorizer of a charter school operated by the Corporation, shall be entitled to two representatives, subject to the terms and conditions set forth in these Bylaws.

**SECTION 3. COMPOSITION OF BOARD; SPECIAL NOMINATION, SELECTION PROCESSES, ADDITIONAL QUALIFICATIONS**

**District Designees.** Two of the seven members of the Board shall be current members of the Wiseburn Unified School District Board at the time of their designation by formal action by the District, and subject to confirmation by the Board of the corporation at its next regular meeting. Such confirmation and election will not be unreasonably withheld. Under no circumstances will there ever be more than two District Board members on the Board of the corporation. At all times, not fewer than three directors shall be residents of the Wiseburn Unified School District. If at any time there are not at least of three current Wiseburn Unified School District residents serving on the Board of the corporation, the next vacancy must be filled by such a resident.

**Non-Designees.** The remaining directors of the corporation (i.e., those not District-designated directors) may be nominated by the Board of the corporation (or a nominating committee established in accordance with these Bylaws) and may be elected by the Board of the corporation; provided however, that prior to such election, the Wiseburn Unified School District board shall first have 30 days to advise and consent to such nomination or election following receipt of written notice. Such consent will not be unreasonably withheld. In the event the District board fails to notify the corporation of its consent or its disapproval of the nomination or election of the candidate within 30 days, the nomination or election shall be deemed approved by the District, and no further consent shall be required for any subsequent nomination, election or re-election of such candidate. In the event the District board disapproves five consecutive corporation

director nominees or electees, the corporation may nominate and elect one Director without seeking the consent of the District.

#### **SECTION 4. POWERS**

Subject of the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **SECTION 5. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **SECTION 6. TERM OF OFFICE**

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies, and may be reelected for unlimited terms. Directors shall serve staggered terms, established in a manner approved by the Board, provided that so long as there are seven (7) directors, three shall be elected in one year, and two shall be elected in successive years. In implementing this rotation, no director's term shall be shortened.

#### **SECTION 7. COMPENSATION**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### **SECTION 8. PLACE OF MEETINGS; MEETINGS GENERALLY**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. So long as the corporation operates a charter school, the Board shall conduct its meetings in accordance with the Brown Act.

#### **SECTION 9. REGULAR MEETINGS; ANNUAL MEETING**

Regular meetings of Directors shall be held at least bi-monthly. Annually, the Board shall establish a schedule of regular meetings.

If this corporation makes no provision for members, then, the meeting of directors held in September shall be deemed the Annual Meeting of the Board. At this meeting, directors shall be elected by the Board of Directors, provided that so long as the corporation operates at least one charter the authorizer may appoint a director as set forth in Section 2. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidate receiving the highest number of votes up to the number of directors to be elected to shall be elected to serve on the board.

#### **SECTION 10. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, or by any two directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

#### **SECTION 11. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. Notice of regular meetings of the Board of Directors shall be provided at least seventy-two (72) hours in advance of the meeting.
- (b) Special Meetings. At least 24 hours prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board, in addition to any other notices required by applicable law. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile.
- (c) Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the

meeting, or attendance at the meeting, shall be equivalent to the giving of such notice.

## **SECTION 12. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of directors then in office.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **SECTION 13. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by the majority of the directors present at a meeting duly held at which quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairman or, in his absence, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting, pro tempore. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

## **SECTION 15. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased and (3) as to any director nominated by Wiseburn School District and then serving as an elected trustee of the District, upon his or her District office becoming vacant pursuant to Government Code section 1770, et seq. or any similar provision of law. If a vacancy occurs and there are then fewer than two current Wiseburn Unified School District designees on the board of the corporation, the corporation shall notify the District of such vacancy or vacancies. Such vacancies shall be filled in the same manner as prescribed for designation and confirmation of other District-designated members, provided that whenever a vacancy occurs, the Wiseburn Unified School District Board shall have 30 days to nominate a designee subject to confirmation of the Board of the Corporation. Thereafter, the Board may fill the vacancy in accordance with these Bylaws.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in the office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

**SECTION 16. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**SECTION 18. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors 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 liabilities 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 Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 4  
OFFICERS**

**SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Chairs, Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

**SECTION 2. QUALIFICATIONS**

Any person may serve as officer of this corporation.

**SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### **SECTION 5. VACANCIES**

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the Chairman until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF CHAIRMAN.**

If a Chairman of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

#### **SECTION 7. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 8. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subjected to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 9. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the corporation the original; or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation membership book containing the name and address of each and any members, and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.



Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable time the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of 3 board members and may delegate to such committee the powers and authority of the board of management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board if they act solely in an advisory capacity to the board.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such By law provisions as are necessary to substitute the committee and its members for the board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 6**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

**SECTION 3. 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 of Directors may select.

**SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE 7**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its Properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors 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 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law, subject to the confidentiality limitations imposed by state and federal law.

## **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **SECTION 5. PERIODIC REPORT**

The board shall cause any annual or periodic report required under the law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

# **ARTICLE 8**

## **IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

## **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this 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.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to the state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors, except as otherwise expressly provided herein.

## **ARTICLE 10 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

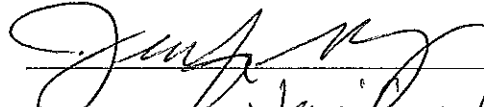
All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the corporation filed with an office of this state and used to establish the legal existence of the corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Da Vinci Schools, a California nonprofit public benefit corporation; that these Restated Bylaws, consisting of 12 pages, are the full and complete restatement of the bylaws of this corporation as adopted by the Board of Directors on June 25, 2015.

Executed at Hawthorne, California.

  
Printed Name: Jennifer Morgan

Title: Secretary