

**BYLAWS  
OF  
BRIDGES PREPARATORY ACADEMY  
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I  
NAME**

Section 1.01 Corporate Name. The name of this corporation is Bridges Preparatory Academy.

**ARTICLE II  
OFFICES**

Section 2.01 Principal Office. The corporation's principal office is located at 4625 W. 170th St., Lawndale, CA, 90260. The Board of Directors ("Board") may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board 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  
PURPOSES**

Section 3.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV  
DEDICATION OF ASSETS**

Section 4.01 Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable and educational purposes. 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. Upon dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation.

**ARTICLE V  
MEMBERSHIP**

Section 5.01 No Members. The corporation shall not have any members.

Section 5.02 Associates. Nothing in this Article V shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members of the corporation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not

vote. The corporation may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person who does not have the right to vote for the election of Directors, on a disposition of substantially all of the corporation's assets, on the merger or dissolution of it, or on changes to its Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

Section 5.03 Authority Vested in the Board. Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members will vest in the Board.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 6.01 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 these Bylaws, the corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the 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 corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers enumerated in these Bylaws and permitted by law:

(a) To approve and amend personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

(b) To adopt, amend, and repeal Bylaws as set forth herein, and to amend the corporation's Articles of Incorporation;

(c) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws;

(d) To change the principal office or the principal business office in California from one location to another;

(e) To borrow money and incur indebtedness for the corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes,

bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(f) To adopt, make, and use a corporate seal and alter the form of the seal from time to time as they may deem best;

(g) To carry on a business and apply any revenues in excess of expenses that result from the business to any activity that it may lawfully engage in;

(h) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(i) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

#### Section 6.03 Number and Election of Directors.

(a) The Board of Directors shall be comprised of between three (3) and seven (7) members, with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of these Bylaws. The initial Board shall be comprised of the five (5) Directors appointed by the Incorporator. With the exception of the initial Board, Directors shall be elected by the Board.

(b) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation, and a dedication to its charitable endeavors.

(c) For so long as the corporation is authorized to and operates a California charter school, the charter authorizer may appoint one (1) Director to serve on the Board pursuant to Education Code Section 47604(c). In such case, such Director shall serve in addition to the Directors described in Section 6.03(a).

Section 6.04 Terms Of Office. Except for the initial Board, each Director shall hold office for two (2) years and until a successor is elected. The members of the initial Board shall stagger their terms to establish continuity and sustainability. The initial Board shall select two (2) Directors to serve a one-year term and the remaining three (3) Directors to serve a two-year term. There shall be no limitation on the number of consecutive two-year terms to which a Director may be reelected.

Section 6.05 Events Causing Vacancies On Board. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the Board. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected.

Section 6.06 Removal. Any Director may be removed at any time by a majority vote of the Board, with or without cause.

Section 6.07 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President/ CEO, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective.

Section 6.08 Brown Act. For so long as the corporation is authorized to and operates a California charter school, meetings of the Board 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 the same may be modified from time to time ("Brown Act"), and California Education Code section 47604.1, as added by California Senate Bill No. 126 (2019).

Section 6.09 Conflicts of Interest. For so long as the corporation is authorized to and operates a California charter school, the corporation shall comply with all applicable laws regarding conflicts of interest, including the California Nonprofit Public Benefit Corporation Law and California Education Code section 47604.1, as added by California Senate Bill No. 126 (2019).

Section 6.10 Annual Meetings. 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.

Section 6.11 Regular Meetings. The Board shall hold regular meetings, which, along with the annual meetings, shall be held at such time and place as (i) has been designated from time to time by resolution of the Board, or (ii) has been designated in any notice of such meeting. For so long as the corporation is authorized to and operates a California charter school, such meetings shall be held and notice given in accordance with the Brown Act.

Section 6.12 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any, the President/ CEO, or a majority of Directors. Notice of the time, place, and purpose of special meetings shall be delivered to each Director personally or by any other means at least twenty-four (24) hours prior to the time of the holding of the meeting. For so long as the corporation is authorized to and operates a California charter school, such meetings shall be held and notice given in accordance with the Brown Act.

Section 6.13 Quorum. A majority of the Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law or other applicable laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.14 Participation in Meetings by Conference Telephone. Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, members of the Board may participate in a meeting through the use of teleconference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with one another and so long as all other requirements of section 54953 of the Brown Act are followed.

Section 6.15 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.16 Adjournment. A majority of the Directors present, whether or not a quorum is present, or if all Directors are absent then the clerk or Secretary, may adjourn any Board meeting to another time and place in compliance with Section 54955 of the Brown Act.

Section 6.17 Fees and Compensation. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business.

## **ARTICLE VII OFFICERS**

Section 7.01 Required Officers. The officers of the corporation shall be a President and/or CEO, a Secretary, and a Treasurer and/or Chief Financial Officer.

Section 7.02 Permitted Officers. The corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, and such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 7.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that the Secretary nor the Treasurer/ Chief Financial Officer may serve concurrently as the President/ CEO or Chairperson of the Board.

Section 7.04 Election of Officers. The corporation's officers shall be elected by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 7.05 Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.06 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.07 Vacancies. 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 regular election or appointment to such office, provided that such vacancies shall be filled as they occur.

Section 7.08 President/ CEO. The President/ CEO shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board from time to time. In the absence or nonexistence of a Chairperson of the Board, the President shall preside at all meetings of the Board.

Section 7.09 Chairperson of the Board. The Board may elect one Director to serve as Chairperson of the Board. He or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Directors promptly after the meetings. The Secretary shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer/ Chief Financial Officer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.11 Treasurer/ Chief Financial Officer. The Treasurer/ Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director. The Treasurer/ Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

## **ARTICLE VIII COMMITTEES**

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

(a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(c) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or

(e) The appointment of other committees having the authority of the Board.

Committees must be created, and the members thereof appointed, by resolution adopted by the Board. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee. Any committee exercising any powers of the Board (i.e., non-advisory-only committees) must be comprised solely of Directors then in office, provided that any such committee may consult such non-voting advisors and permit the attendance of such non-voting observers as it may deem necessary or beneficial.

Section 8.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, and held and taken in accordance with, the Brown Act and provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. The Board may prescribe the manner in which proceedings of any standing committee shall be conducted, so long as such rules are consistent with these Bylaws and the Brown Act, if applicable. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each standing committee and shall be filed with the corporate records.

Section 8.03 Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein.

## **ARTICLE IX INDEMNIFICATION AND INSURANCE**

Section 9.01 Indemnification. To the fullest extent permitted by law, the corporation shall indemnify a person who was or is a party or is threatened to be made a party to any

proceeding by reason of the fact that the person is or was an agent of the corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, in accordance with Section 5238 of the Corporations Code. The terms "agent," "proceeding," and "expenses" shall have the same meaning herein as those terms are used in Section 5238(a) of the Corporations Code.

Section 9.02 Other Indemnification. No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 9.03 Insurance. The 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 X RECORDS AND REPORTS

Section 10.01 Maintenance of Corporate Records. The corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and standing committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law.

Section 10.02 Inspection. Every Director shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. 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 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable 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 the assets and liabilities, including trust funds, during the fiscal year.



(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 10.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, 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 deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

Section 10.05 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

## **ARTICLE XI OTHER PROVISIONS**

Section 11.01 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President/ CEO, Vice President (if one is elected), Secretary, or Treasurer/ Chief Financial Officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, 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 for any purpose or amount.

Section 11.02 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit 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, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 11.03 Fiscal Year. The fiscal year of the corporation shall end on the last day of June of each year.

**ARTICLE XII  
AMENDMENT OF BYLAWS**

Section 12.01 Bylaw Amendments. The Board 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 approval of the Board.

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**CERTIFICATE OF ADOPTION OF BYLAWS**

I, Mary Louise Silva, certify that I am the elected and acting Secretary of Bridges Preparatory Academy, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation that were duly adopted by the corporation's Board of Directors on May 1, 2020.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on May 1, 2020.

  
\_\_\_\_\_, Secretary  
Bridges Preparatory Academy

