

BYLAWS
OF
IPSO SCHOOLS

A CALIFORNIA PUBLIC CHARTER SCHOOL
OPERATING AS A NONPROFIT PUBLIC BENEFIT CORPORATION

BYLAWS OF IPSO SCHOOLS

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ARTICLE I

Name, Offices and Purposes

Section 1.01. Name. The name of the corporation is Ipsos Schools.

Section 1.02. Principal Office. The Board of Trustees of the corporation ("Board") shall determine where to locate the principal office of the corporation. By resolutions, the Board may change the principal office from one location to another and may establish additional offices.

Section 1.03. Purposes. The corporation is a nonprofit public benefit corporation as described in Title 1, Division 2, Part 2 of the California Corporations Code (the "Law"). The property of the corporation is irrevocably dedicated to educational and charitable purposes in a manner which meets the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"), and Sections 23701d and 214 of the California Revenue and Taxation Code.

ARTICLE II

Membership

Section 2.01. No Members. The corporation shall have no members within the meaning of Section 5310 of the Law. Any action which otherwise would require approval of the members shall require approval only of the Board.

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ARTICLE III

Board Of Trustees

Section 3.01. Duties and Powers of the Board.

Subject to any limitations in the corporation's Articles of Incorporation (the "Articles") or these Bylaws, the Board shall manage the activities of the corporation and shall exercise or oversee the exercise of all corporate powers. The Board may delegate its duties and powers as it sees fit to the extent permitted by law, *however*, 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. The Board shall have all powers permitted to or conferred on a board of trustees of a nonprofit public benefit corporation by Law, except as limited by the Articles or these Bylaws.

Section 3.02. Number of Trustees.

The number of trustees (also referred to collectively as "Board members" or individually as "Board member") of the corporation shall be a minimum of five (5) and a maximum of thirteen (13). The authorized number of trustees of the corporation may be changed by resolution of the Board and shall be consistent with the school Charter.

Section 3.03. Members of the Board.

The Board shall appoint a Board Chair, Vice Chair, Secretary and Treasurer at the Annual Meeting. The Board Chair, Secretary and Treasurer shall hold office for a term of one (1) year. No person may hold both the office of Board Chair and Secretary or Board Chair and Treasurer concurrently.

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To achieve staggering, the initial Board members shall serve either two (2) year terms or three (3) year terms. At least half of the members plus one member will serve three (3) year terms to ensure that all Board member terms are staggered. The remaining members shall serve two (2) year terms. Board member terms shall be determined initially by the Board Chair. In the event that, after the initial terms have been set, staggering is substantially reduced or eliminated due to the resignation, replacement, or appointment of Board members, the Board shall appoint Board member terms of new Board members consistent with this Section 3.03 to achieve staggering, provided, however, that the Board shall not reduce the current term of any existing Board member.

Board members may not serve more than three (3) consecutive terms. After serving three (3) consecutive terms, a Board member must remain off of the Board for a minimum of two (2) years after which time the individual will become eligible for nomination and appointment to the Board.

All Board members shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Board of Trustees, the Board may appoint an additional trustee to ensure an odd number of Board members. Each Board member, except for the representative appointed by the charter authorizer, shall be appointed by an affirmative vote of a majority of trustees then in office.

Section 3.04. Appointment and Term of Office.

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Trustees shall be appointed per Section 3.03. Except for the initial Board of Trustees, each trustee shall hold office unless otherwise removed from office in accordance with these bylaws for two (2) years and until a successor trustee has been appointed and qualified.

Section 3.05. Interested Persons.

No more than forty-nine percent (49%) of the trustees serving at any one time may be "interested persons." For purposes of the Section 3.04, an "interested person" is:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as a trustee; or

(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 any person listed in Section 3.04(a) above.

Any violation of the provisions of this Section 3.05 shall not affect the validity or enforceability of any transaction entered into by the corporation.

The Board may adopt other policies circumscribing potential conflicts of interest. Section 3.06. Resignation, Removal, and Vacancies.

(a) A trustee may resign effective upon giving written notice to the Chair of the Board (the "Chair") if any, the Board Chair, Vice Chair, Secretary, Treasurer or the Board, unless the notice specifies that the resignation shall be effective at a later time; provided, however, that a trustee may not resign without permission of the Attorney General in a case where the corporation would be left without a duly appointed trustee in charge of its affairs.

(b) The Board may remove any trustee, except for the representative appointed by the charter authorizer (if any), with or without cause, by an affirmative vote of a majority of trustees then in office.

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(c) The Board may fill vacancies as and when it sees fit. If the number of trustees would fall below five (5), the Board shall fill vacancies as promptly as possible to avoid such a result. A trustee appointed to fill a vacancy shall hold office for the remainder of the term for which the trustee was appointed and until a successor trustee has been appointed and qualified.

(d) A vacancy in the Board shall be deemed to exist upon the occurrence of the death, resignation, or removal of any trustee, or if the authorized number of trustees is increased.

(e) The Board may declare vacant the office of a trustee who has been declared of unsound mind by a final order of court, or is convicted of a felony, or has been found by a final order or judgment of any court to have breached a duty to the corporation.

Section 3.07. Place of Meetings. The Board may meet at any place designated in the notice of the meeting provided that the Board meets within the boundaries of the territory over which Ipsos Schools exercises jurisdiction within the meaning of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act").

Section 3.08. Annual Meetings. The Board shall hold an annual meeting to appoint trustees and officers then up for appointment, and to conduct all other business as may properly come before the Board. The annual meeting shall take place at such time and place as determined by resolution of the Board provided that all meeting of the Board shall comply with the Brown Act.

Section 3.09. Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be fixed by the Board provided that all meeting of the Board shall comply with the Brown Act.

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Section 3.10. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Board Chair or by a vote of a majority of the Trustees then in office provided that all meeting of the Board shall comply with the Brown Act.

Section 3.11. Notice. Commencing with the charter approval of Ipso School, annual, regular, special and emergency meetings of the Board shall be subject to the notice and open meeting requirements of the Brown Act.

At least 72 hours prior to a regular meeting, the Secretary or his or her designee shall post an agenda containing a brief general description of each item to be discussed or transacted at the meeting, including items to be discussed in closed session. (Govt. Code § 54954.2(a).) The agenda shall be posted in location that is publicly accessible for the entire 72 hour period prior to the meeting; in addition, the agenda shall be posted in electronic form on the Ipso Schools web site.

Special meetings may be called at any time, subject to the requirements of these Bylaws and the Brown Act, thus, at least twenty-four (24) hours prior to the meeting, notice must be posted in a location that is publicly accessible and in electronic form on the Ipso Schools website and received by all members of the body and by all media outlets that have requested notice in writing.

When a majority of the legislative body determines that an emergency situation exists, it may call an emergency meeting. (§ 54956.5.) The Ralph M. Brown Act defines an emergency as a crippling activity, work stoppage or other activity which severely impairs public health, safety or both. (§ 54956.5(a)(1).) Absent a dire emergency, telephonic notice must be provided

to all media outlets that have requested that they receive notice of any special meetings called

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pursuant to section 54956 at least one hour prior to the meeting. (§ 54956.5(b).) In the case of a dire emergency, notice need only be provided at or near the time that notice is provided to the members of the body. (§ 54956.5(b).) A dire emergency is a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the members of the legislative body. (§ 54956.5(a)(2).)

Notice shall be addressed or delivered to each trustee at his or her home physical address, telephone contact number electronic mail address as it is shown upon the records of the corporation. Notice may also be given when the Secretary or his or her designee personally delivers the notice to a board member.

Notice by mail shall be deemed to have been given at the time that the notice is deposited in the United States mails, postage prepaid. Notice by electronic mail shall be deemed to have been given when it is actually transmitted by the person sending the notice by electronic means to the recipient. Telephonic notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who, the person giving the notice has reason to believe, will promptly communicate it to the recipient. Personal notice shall be deemed to have been given at the time and place where the Secretary or his or her designee personally delivers notice to the Board member.

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Section 3.12. Quorum and Action of the Board.

(a) A majority of trustees currently in office (but no fewer than two) constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Section 3.15 of these Bylaws. Unless a greater number is expressly required by law, the Articles or these Bylaws, every action taken or decision made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the Board. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned. Trustees may not vote by proxy. The vote or abstention of each trustee present for each action taken shall be publicly reported.

(b) The following actions shall require a vote by a majority of all trustees then in office in order to be effective:

- a. The amendment of the Articles or these Bylaws;
- b. Creation or dissolution of a committee of the Board (as provided in Section 3.17) or an advisory committee (as provided in Section 3.19);
- c. The appointment of new trustees or a vote to change the number of trustees (as provided in Section 3.02); and
- d. The dissolution of the corporation and winding up of business.

Section 3.13. Participation in Meetings by Conference Telephone.

Trustees may participate in meetings of the Board through the use of conference telephone or equivalent communications equipment, so long as trustees participating in the meeting can hear one another, at least a quorum of the board participates from teleconferencing locations within the jurisdiction of the corporation, each teleconference location is identified in the notice and agenda of the meeting, the agenda is posted at each teleconference location, each teleconference location is accessible to the public, and there is an opportunity for the public to address the Board at each teleconference location. All votes taken must be by roll-call.

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Participation in a meeting pursuant to this Section 3.13 constitutes presence in person at the meeting.

Section 3.14. Waiver of Notice. Notice of a meeting need not be given to any trustee who signed 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, before or at its commencement, the lack of notice to such trustee. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.15. Adjournment. Regular and special meetings may be adjourned to a future date by a majority vote of the Trustees in attendance at the meeting. (§ 54955.) If the subsequent meeting is conducted within five (5) days of the original meeting, matters properly placed on the agenda for the original meeting may be considered at the subsequent meeting. (§ 54954.2(b)(3).) If the subsequent meeting is more than five (5) days from the original meeting, a new agenda must be prepared and posted pursuant to section 54954.2. Hearings continued pursuant to section 54955.1 are subject to the same procedures.

When a meeting is adjourned to a subsequent date, notice of the adjournment must be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When less than a quorum of a body appears at a noticed meeting, the body may either meet as a committee of the parent body or adjourn to a future date pursuant to the provisions of sections 54955 or 54954.2(b)(3). If no members of the legislative body appear at a noticed meeting, the Secretary or his or her designee may adjourn

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the meeting to a future date and provide notice to members of the legislative body and to the media in accordance with the special meeting notice provisions set forth in section 54956.

Section 3.16. No Action Without Meeting.

(a) No action required or permitted to be taken by the Board may be taken without a properly noticed and agendized meeting, pursuant to the requirements of the Ralph M. Brown Act and these Bylaws.

Section 3.17. Committees of the Board. The Board may, by resolution adopted a majority of the number of trustees then in office, create one or more committees of the Board ("Board Committee"), each consisting of at least two trustees, to serve at the pleasure of the Board. Board Committees may be standing (no set term) or special (set term). Appointments of trustees to Board Committees shall be made by the Board. Any such Board Committee, to the extent provided in a resolution of the Board, may be given the authority of the Board except with respect to:

- (a) The approval of any action for which the Law requires approval of the Board or of a majority of the Board;
- (b) The filling of vacancies on the Board or in any Board Committee;
- (c) The amendment or repeal of its 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;
- (e) The appointment of Board Committees of the members thereof;
- (f) The expenditure of corporate funds to support a nominee for trustee after there are more people nominated for trustee than can be appointed; or
- (g) The approval of any self-dealing transaction, as defined in §5233(a) of the Law of any successor provision thereto.

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Section 3.18. Meetings and Actions of Board Committees. Regular and special meetings and actions of Board Committees created pursuant to Section 3.17 herein, except for specified advisory committees excluded from the definition of "legislative body" under section 54952(b), shall be governed by the provisions of this Article III applicable to meetings and actions of the Board and the requirements of the Ralph M. Brown Act.

Section 3.19. Advisory Council. In addition to any parents or community leaders who may serve on the Board, the Board and school administration will ensure active parental and teacher involvement by establishing an Advisory Council composed of 6 parents whose children attend the School, and 3 employees of the school including teachers, a classified employee, and a member of the school administration. The Advisory Council shall have no powers or authority to govern the School or the affairs of the Board or the Administration of the School and shall be an advisory body only.

The purpose of the Advisory Council is to create and propose policies for adoption by the Board which encourage the active involvement of parents and guardians, not the least of which will be an agreement signed by a parent or guardian of each student that clarifies the mutual expectations of the school, parents, and the students. The Advisory Council will also accept as one of its responsibilities the promotion of parental involvement in the daily affairs of students and school. The Advisory Council will also aid in the development of the Charter School budget by reviewing proposed budgets and making recommendations to the Board as to the allocation of school resources.

The responsibilities of the Advisory Council may be amended and /or modified from time to time at the sole discretion of the Board, subject to the limitations and requirements of

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the School's charter. The chairperson of the Advisory Council will be invited to regularly attend the open session meetings of the School Board.

Section 3.20. Fees and Compensation. The corporation shall not pay any compensation to trustees for services rendered to the corporation as trustees, except that trustees may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the Board.

Section 3.21. The Ralph M. Brown Act. Notwithstanding any other requirements contained in these Bylaws, commencing with the charter approval of Ipso School, all meetings of the corporation shall be held in compliance with all applicable requirements of the California Ralph M. Brown Act.

ARTICLE IV

Officers

Section 4.01. Officers. The officers of the corporation shall be a Board Chair, a Vice Chair, a Secretary, a Treasurer, and an Executive Director. The Executive Director will be the general manager of the organization and will report to the Board of Trustees and will not have voting rights. The current Board Chair of the Board shall chair regular, special and emergency meetings of the Board. The Board shall have the power to designate additional officers of the corporation, who need not be trustees, with such duties, powers, titles, and privileges as the Board may fix. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair or as the Executive Director.

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Section 4.02. Appointment. The officers of the corporation shall be chosen annually by a majority vote of the Board. The officers of the corporation shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors are appointed and qualified.

Section 4.03. Removal and Resignation.

(a) Any officer may be removed with or without cause by a majority vote of the current members of the Board.

(b) Any officer may resign at any time by giving written notice to the corporation 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.

Section 4.04. 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, however*, that such vacancies may be filled as they occur and not necessarily at the annual meeting.

Section 4.05. Board Chair. The Board Chair shall preside at, or, if unavailable, shall designate another member of the Board to preside at, all meetings of the Board. The Chair shall exercise and perform such other powers and duties as specified in the charter and as may be assigned from time to time by the Board.

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Section 4.06. Vice Chair. The Vice Chair shall take responsibilities of the Board Chair in the Board Chair's absence. The Vice Chair supports the Board Chair as necessary, including sharing responsibilities as appropriate.

Section 4.07. Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and any Board Committees. The minutes shall include the time and place of meetings, whether annual, regular, or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board and of the Board Committees, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation, the original or a copy of the corporation's Articles and Bylaws, as amended.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees of the Board required by law or by these Bylaws to be given, shall keep the seal of the corporation, if any, in safe custody, and shall have such other powers and perform such other duties as specified in the charter and as may be prescribed by the Board.

Section 4.08. Treasurer.

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The books of account shall be open at all reasonable times to inspection by a trustee.

(b) The Treasurer shall 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 may be designated from time to time by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the Board Chair and the trustees, whenever requested, an account of all transactions and of the financial condition of

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the corporation, and shall have such other powers and perform such other duties as specified in the charter and as may be prescribed by the Board.

Section 4.09. Executive Director. The Executive Director, is the chief executive officer and shall be the general manager of the Ipsos Schools and shall supervise, direct, and control Ipsos Schools' activities and affairs as fully described in any applicable employment contract, agreement, or job specification. The Executive Director shall have such other powers and duties as specified in the charter and as may be prescribed by the Board.

ARTICLE V

Indemnification And Insurance

Section 5.01. Definitions. For the purpose of this Article, "agent" means any person who is or was a Trustee, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor or corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitations, attorneys' fees and any expenses of establishing a right to indemnification under Section 5.02(c) or Section 5.02(d)(ii) of this Article.

Section 5.02. Indemnification of Agents.

(a) Except as otherwise provided in this Section 5.02(a), upon the request of an employee or former employee, this corporation shall indemnify any employee or former

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employee who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General of California or a person granted relator status by the Attorney General of California for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgment, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation, nor that the person had reasonable cause to believe that the person's conduct was unlawful.

- a. This corporation may refuse to provide for the defense of a civil action or proceeding brought against an employee or former employee if the corporation determines any of the following:
 - i. The act or omission was not within the scope of his or her employment;
 - ii. He or she acted or failed to act because of actual fraud, corruption, or actual malice;
 - iii. The defense of the action or proceeding by the public entity would create a specific conflict of interest between this corporation and the employee or former employee. For the purposes of this section, "specific conflict of interest" means a conflict of interest or an adverse or pecuniary interest, as specified by statute or by a rule or regulation of the public entity.
- b. If an employee or former employee requests in writing that this corporation, through its designated legal counsel, provide for a defense, this corporation

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shall, within 20 days, inform the employee or former employee whether it will or will not provide a defense, and the reason for the refusal to provide a defense.

- c. If an actual and specific conflict or interest becomes apparent subsequent to the 20-day period following the employee's written request for defense, nothing herein shall prevent this corporation from refusing to provide further defense to the employee. This corporation shall inform the employee of the reason for the refusal to provide further defense.
- d. Except as otherwise provided in this Section 9.02(b), this corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General of California or a person granted relator status by the Attorney General of California for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 5.02(b):
 - i. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

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- ii. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - iii. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General of California.
- e. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in subsection (a) or (b) of this Section 5.02 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- f. Except as provided in subsection c. of this Section 5.02, any indemnification under this Section 5.02 shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subsection a. or b. of this Section 5.02, by:
- i. A majority vote of a quorum consisting of Trustees who are not parties to such proceeding; or
 - ii. The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense whether or not such application by the agent, attorney or other person is opposed by this corporation.
- g. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized by this Section 5.02.
- h. No provision made by this corporation to indemnify its or its subsidiary's Trustees or officers for the defense of any proceeding, whether contained in the

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Articles of Incorporation, these Bylaws, a resolution of the Trustees, and agreement or otherwise, shall be valid unless consistent with this Section 5.02. Nothing contained in the Section 5.02 shall affect any right to indemnification to which persons other than such Trustees and officers may be entitled by contract or otherwise.

- i. No indemnification or advance shall be made under this Section 5.02, except as provided in Section 5.02(c) or Section 5.02(d)(ii) hereof, in any circumstances where it appears:
 - i. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - ii. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- j. Notwithstanding any other requirements contained in these Bylaws, defense of an employee or former employee, or indemnification for such costs, shall be provided in compliance with all applicable requirements of the California Government code.

Section 5.03. Purchase of Liability Insurance. Upon and in the event of a determination by the Board to purchase such insurance, this corporation may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to

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purchase and maintain such insurance to indemnify any agent of this corporation for violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 5.04. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article 5 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent, as defined in Section 5.01, of the employer corporation. The corporation shall only have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE VI

Miscellaneous

Section 6.01. Fiscal Year. The fiscal year of the corporation shall be the July 1st through June 30th.

Section 6.02. Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board.

Section 6.03. Checks, Notes, and Contracts. The Board shall determine which persons shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptance notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract,

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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 both the Board Chair and the Secretary or the Treasurer, and 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 or persons 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 6.05. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Law shall govern the construction of these Bylaws.

Section 6.06. Amendment of Articles and Bylaws. The Articles and Bylaws may be adopted, amended, or repealed in whole or in part by majority vote of all trustees then in office.

Section 6.07. Maintenance of Certain Records. The accounting books, records, and minutes of proceedings of the Board and of the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

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Section 6.08. Annual Report. No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall make available to each trustee an annual report in accordance with Section 6321 of the Law, which shall be accompanied by any report of independent accountants, or, if there is no such accountant's report, 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 6.09. Annual Statement of Certain Transactions and Indemnifications. The corporation shall make available to its trustees and annual statement affixed to the annual report described in Section 6.09 of these Bylaws which briefly describes (a) any transaction(s) during the previous fiscal year involving both (i) the corporation and either a trustee or officer of the corporation (or its parent or subsidiary) that is (ii) more than \$10,000; or (b) any indemnifications or advances aggregating more the \$10,000 paid during the fiscal year to any officer or trustee of the corporation.

Section 6.10. Loans to Trustees and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any trustee or officer, unless approved by the Attorney General; *provided, however,* that the corporation may advance money to a trustee or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such trustee or officer, provided that in the absence of such advance, such trustee or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary.

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Section 6.11. Conflict of Interest. Any Trustee, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

- a. Regular annual statements from Trustees, officers, key employees to disclose existing and potential conflict in interest; and
- b. Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of the Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a Trustee, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

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Ipsos Schools shall not enter into a contract or transaction in which a trustee, officer, or employee directly or indirectly has a material financial interest unless all of the requirements in the Ipsos Schools Conflict of Interest Code have been fulfilled.

Section 6.12. Political Reform Act. Notwithstanding anything contained in these Bylaws, the corporation must act in compliance with all applicable requirements of the California Political Reform Act with regard to any Ipsos Schools decision in which a trustee, officer, or employee knows or has a reason to know he or she has a financial interest. (Govt. Code § 87100.)

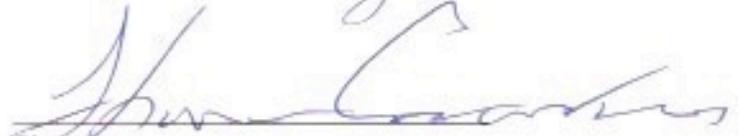
Section 6.13. Interpretation of Charter. In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of Charter shall control, then any Memoranda of Understanding between Ipsos School and its authorizing School District or other authorizing entity, then these Bylaws.

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CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the duly appointed and acting Secretary of Ipsos Schools and that the foregoing Bylaws, comprising 28 pages, constitute the Bylaws of said corporation that were duly adopted at a meeting of the corporation's Board of Trustees held on June 1 2016.

IN WITNESS WHEREOF, I have signed my name to this certificate on June 1, 2016 2016.


Signature

Sharon Cravens Secretary
Print Name