

**BYLAWS  
OF  
BITNEY PREPARATORY HIGH SCHOOL,  
A PUBLIC BIG-PICTURE CHARTER**

I. Purposes

The corporation is organized for the charitable purposes as specified in its Articles of Incorporation.

II. Offices

1. Principal Office.

The corporation's principal office shall be located at 135 Joerschke Dr., Grass Valley, CA 95945. The Board of Directors ("Board") is granted full power and authority to change the principal office from one location to another within California.

2. Other Offices.

Branch or subordinate offices may at any time be established by the Board at any place or places where the corporation is qualified to do business.

III. Membership

1. No Members.

Unless and until these bylaws are amended to provide otherwise, this corporation shall have no statutory members, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall rest in the Board.

2. Associates.

Nothing in this Article shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. 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 of these Bylaws, some or all of a member's rights, set forth in the California Nonprofit 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 assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

#### IV. Board of Directors

##### 1. Powers.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation 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 activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- i. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; to fix their compensation; and to require security from them for faithful service;
- ii. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws;
- iii. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;
- iv. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;
- v. To carry on a business and apply any revenues in excess of expenses that results from the business activity to any activity in which it may lawfully engage;
- vi. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- vii. 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; and

viii. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose.

2. Number and Qualifications of Directors.

i. The authorized number of directors shall be between three (3) and seven (7), with a minimum of three (3), unless changed by a duly adopted amendment to this provision.

ii. The qualifications for directors are generally the ability to attend Board meetings, a willingness to actively support and promote Bitney Prep High School, a California public charter school, and a dedication to its educational endeavors; provided that Nevada County Superintendent of Schools may, but is not obligated to, appoint a member to the Board. Subject to the foregoing and as reasonably possible, the composition of the Board shall reflect diversity in ethnicity, gender and background and expertise in school, business, law, nonprofit management and/or youth development.

3. Appointment and Term of Office.

i. Directors shall be selected at an annual meeting of the Board by a vote of a majority of the directors holding office as of the date of such meeting; provided that such annual meeting and selection of the directors shall take place prior to the expiration of the terms of office of the director positions to be filled. Recommendations for directors shall be made prior to the annual meeting by the then current Board.

ii. Directors shall hold office for a term of two (2) years, or until a successor has been elected. Notwithstanding the foregoing, the members of the Board shall stagger their terms by dividing the number of members of the Board into two groups with the first group having three members and the second group having two members with the assignment of the directors to each group made by lot. The terms for each of the directors in the first group shall expire after two (2) years; and the terms for each of the directors in the second group shall expire after three (3) years. After these initial terms, each director shall hold office for terms of two (2) years each, as set forth above.

4. Director Approval of Certain Corporate Actions.

The Board must approve the following actions:

- i. the annual budget of the corporation;
- ii. any non-budgeted expenditures of the corporation over \$10,000;
- iii. any initial contract for the establishment or operation of, or licensing of rights to, a charter school;
- iv. the removal of directors without cause pursuant to Section 5222 of the California Corporations Code;

v. the approval of the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the assets of the corporation;

vi. the approval of the principal terms of a merger of the corporation with another organization;

vii. the approval of the filing of a petition for the involuntary dissolution of the corporation if statutory grounds for such a dissolution exist;

viii. the approval of the voluntary dissolution of the corporation or the revocation of such an election to dissolve it; and

ix. the approval of any borrowing of money.

5. Resignation and Removal.

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, the Secretary, or the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

6. Vacancies.

i. A Board vacancy or vacancies shall be deemed to exist if any director dies, resigns, or is removed, or if the authorized number of directors is increased.

ii. Notwithstanding Section 5 of this Article, the Board may declare vacant the office of any director who has been convicted of a felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind by any court of competent jurisdiction.

iii. A vacancy on the Board shall be filled only by resolution of the Board. Each director so elected, appointed, or designated shall hold office until the expiration of the term of the replaced director and continue to hold office until a qualified successor has been elected, appointed, or designated.

iv. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

7. Place of Meeting.

Meetings of the Board shall be held at the principal office of the corporation or at any other place within the State of California which has been designated in the notice of the meeting or, if there is no notice, by resolution of the Board.

8. Annual Meeting.

Annually the Board shall meet for the purpose of organization, appointment of officers and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date and place as may be specified and noticed by resolution of the Board.

9. Regular Meetings.

Regular meetings of the Board, including annual meetings, shall be held without call or notice at such times and places as may, from time to time, be fixed by the Board. Notwithstanding any other provision of these bylaws, to the extent expressly required by law or by contract, all meetings (regular and special) of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act (California Government Code Section 54950 *et seq.*) (“Brown Act”).

10. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the president, the secretary or any two directors. The party calling such special meeting shall determine the place, date and time thereof.

11. Notice of Special Meetings.

i. Special meetings of the Board may be held only after each director has received four (4) days’ prior notice by first-class mail or forty-eight (48) hours’ notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, provided that such notice otherwise complies with the Brown Act.

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

iii. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

iv. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general

nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

12. Quorum.

A majority of the directors then in office shall constitute a quorum. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is an act of the Board. 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. Directors may not vote by proxy.

13. Consent to Meetings.

Except as otherwise may be provided in the Brown Act, the transactions of the Board at any meeting, however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each director entitled to vote, not present in person signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting prior to or at the commencement of the meeting, the lack of notice to such director.

14. Action Without Meeting.

Except as otherwise may be provided in the Brown Act, any action required or permitted to be taken by the Board under any provision of the Nonprofit Public Benefit Corporation Law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent(s) shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such directors.

15. Telephonic and Electronic Video Meetings.

To the extent allowable under and in conformance with the Brown Act, Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if (i) each member participating can communicate with all other members concurrently, (ii) each member is provided the means of participating in all matters before the Board including, without limitation, the capacity to propose, or to interpose an objection to, specific action to be taken, and (iii) the corporation has adopted and implemented some means of verifying both that the person participating in the meeting is a director or other person entitled to participate in the meeting and

that all actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.

16. Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment.

17. Rights of Inspection.

Subject to applicable federal and state laws regarding pupil confidentiality, every director has 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.

18. Board Committees.

The Board may appoint an executive committee and one or more other committees each consisting of two (2) or more directors to serve at the pleasure of the Board, and delegate to such committee any of the authority of the Board, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- b. The amendment or repeal of bylaws or the adoption of new bylaws;
- c. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- d. The appointment of other committees having the authority of the Board;
- e. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- f. The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 24 of this Article.

1. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, and any such committee may be designated as an executive committee or by such other name as the Board shall specify. 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. The Board shall have the power to prescribe the manner in which proceedings of any such

committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board, such committee, or these bylaws shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

2. Other Committees.

a. The chair, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board which do not have the powers of the Board. The president, with the approval of the Board, shall appoint members to serve on such committees, and shall designate the committee chair. If a director is on a committee, he or she shall be the chair. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

b. Meetings of a committee may be called by the chair, the chair of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

c. Any member of a committee may resign at any time by giving written notice to the chair. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The chair may, with prior approval of the Board, remove any appointed member of a committee. The chair, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

3. Fees and Compensation.

Directors and members of committees shall not receive any compensation for their services; however, the Board may approve reimbursement of a director's actual and necessary expenses incurred in the conduct of the corporation's business.

4. Non Liability of Directors.

Except as otherwise required by the Nonprofit Public Benefit Corporation Law, no director shall be personally liable for the debts, liabilities or other obligations of this corporation.



5. Corporate Loans and Advances.

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

6. Annual Report.

Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, the chief financial officer shall cause an annual report to be prepared and sent to each director not later than 120 days after the close of the fiscal year. Such an annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law as it may be in effect from time to time.

7. Annual Statement of Certain Transactions and Indemnifications.

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications to each of the directors no later than 120 days after the close of the fiscal year. If the corporation issues an annual report as set forth in Section 29 of this Article above, this requirement shall be satisfied by including the required information, as set forth below, in such report. Such annual statement shall describe:

i. Any “covered transaction” (defined below) during the previous fiscal year of the corporation involving (a) more than Fifty Thousand Dollars (\$50,000) or, (b) which was one of a number of “covered transactions” in which the same “interested person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any “interested persons” involved in such covered transactions, including such “interested persons” relationship to the transaction, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the “interested person” is only a partner, only the interest of the partnership need be stated.

ii. For the purposes of this Section, a “covered transaction” is a transaction in which the corporation, its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any director or officer of the corporation, or its parent or subsidiary; or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

iii. The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of the corporation to any officer or director of the corporation.

For purposes of this Section, any person described in either paragraph (a) or (b) of subsection ii. above is an “interested person.”

8. Property Rights.

No director shall have any right or interest in any of the corporation’s property or assets.

9. General Public Agency Prohibitions Governing Certain Transactions.

Notwithstanding the foregoing Sections, nothing in this Article IV shall be construed to authorize any transaction otherwise prohibited by California Government Code Sections 81000 et seq., or other applicable laws.

II. Officers

1. Officers.

The officers of this corporation shall be a chair, vice chair, and secretary.

2. Appointment of Officers.

Except as otherwise specified in Sections 3 and 9 of this Article, the officers of the corporation shall be chosen annually by the Board and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

3. Subordinate Officers.

The Board may appoint and may empower the chair to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

4. President.

The chair is the chief executive officer of the corporation and has general supervision, direction and control of the business and affairs of the corporation. The chair has the general management powers and duties usually vested in the office of chair of a corporation, as well as such other powers and duties as may be prescribed from time to time by the Board.

5. Vice Chair.

In the absence or disability of the chair, vice chair (or if more than one (1) vice chair is appointed, in order of their rank as fixed by the Board or if not ranked, the vice chair

designated by the Board) shall perform all the duties of the chair and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the Chair. The vice chair shall have such other powers and perform such other duties as the Board may prescribe from time to time.

6. Secretary.

The secretary shall keep or cause to be kept, at the principal office of the corporation 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 also shall keep or cause to be kept at the principal office, or at 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; if special how authorized; the notice thereof given; the names of those present and absent; and the proceedings thereof. The secretary shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by law to be given; shall keep the seal of the corporation in safe custody; 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 secretary; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

7. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board at any time. In the case of an officer appointed by the Chair, the Chair shall also have the power of removal. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, 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.

8. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

### III. Indemnification

1. Definitions.

For the purposes of this Article, "agent" means any person who is or was a director, officer, or employee of this corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation,

partnership, joint venture, trust or other enterprise, or was a director, 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 corporation; and “proceeding” means any threatened, pending completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5b. of this Article.

2. Indemnification in Actions by Third Parties.

This corporation may indemnify any person 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 or a person granted relator status by the Attorney General 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, judgments, 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, had no reasonable cause to believe the conduct of such person 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 or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. Indemnification in Actions by or in the Right of the Corporation.

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 or a person granted regulator status by the Attorney General 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 the 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 interests of the 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:

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 the 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;

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.

4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article 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.

5. Required Determinations.

Except as provided in Section 4 of this Article, any indemnification under this Article 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 Sections 2 or 3 of this Article by:

a. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

b. 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.

6. Advance of Expenses.

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 in this Article.

7. Other Indemnification.

No provision made by this corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, bylaws, a resolution of members or 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.

8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5b. of this Article, in any circumstances where it appears:

a. That it would be inconsistent with a provision of the Articles of Incorporation, these bylaws, or an agreement in effect at the time of the 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

b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against 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 purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

10. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article 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 of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

11. Indemnification and the California Tort Claims Act.

Notwithstanding any other provision of this Article VI, the corporation shall have the right and obligation to insure, defend, and indemnify the corporation's employees, officers, and directors for all claims brought pursuant to the California Tort Claims Act (Government Code Section 810, et seq.) to the fullest extent allowed under such Act, if applicable.

IV. Miscellaneous

1. Fiscal Year.

The fiscal year of the corporation shall be a fiscal year ending June 30.

2. Inspection of Corporate Records.

The books of account and minutes of the proceedings of the Board, and of any executive committee or other committees of the directors, shall be open to inspection at any reasonable time upon the written demand of any member of the Board. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

3. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board or the executive committee, if any, or by the Chair.

4. Endorsement or Execution of Documents and Contracts.

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 chair, certain designated vice chair, the secretary 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 officer(s) had no authority to execute the same. Additionally, by resolution of the Board, general signatory authority may be granted and delegated to other persons on behalf of the corporation. 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 or the Chair. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

V. Effective Date and Amendments

1. Effective Date.

These bylaws shall become effective immediately upon their adoption by the vote of a majority of the Board. Amendments to these bylaws shall become effective immediately upon their adoption, unless the Board directs otherwise.

2. Amendments.

These bylaws may be amended or repealed and new bylaws adopted only by the vote of a majority of directors then in office.

**CERTIFICATE OF ADOPTION**

I, the undersigned, do hereby certify that I am the Chair of Bitney Preparatory High School, and that the foregoing Bylaws, as amended, constitute the Bylaws of such corporation as duly adopted by the corporation's Board of Directors on December 10th, 2024.

Date: 12/10/2024

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Bruce Herring, Chair of the Board