

**SECOND AMENDED BYLAWS
OF
CELERITY EDUCATIONAL GROUP**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is: Celerity Educational Group.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation shall be fixed and located at such place within the State of California as the Board of Trustees (herein called the "Board") shall determine. The Board is granted full power and authority to change such principal office from one location to another.

Section 2. OTHER OFFICES OF THE CORPORATION. The board of trustees may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California.

The specific purposes of this Corporation shall include the following objects and purposes:

- a. To serve at-risk children, youth and their families by establishing and operating charter schools and by implementing programs and activities for at-risk children, youth and their families, including, without limitation, after school, evening and summer programs and other programs and activities; and
- b. To accept monetary and non-monetary contributions for the purpose of furthering the charitable activities listed above.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal Revenue Law). Notwithstanding any

other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rule of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the corporation’s Charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any trustee or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI CORPORATION WITH NO MEMBERS

Section 1. MEMBERS. The corporation shall not have any members.

Section 2. ASSOCIATES. Nothing in this Article 6 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 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 of trustees, 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 Nonprofit Corporation Law of California, 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 of trustees 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 3. AUTHORITY VESTED IN BOARD OF DIRECTORS. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board. All rights that would otherwise vest in the members shall vest in the Board.

ARTICLE VII BOARD OF TRUSTEES

Section 1. GENERAL POWERS Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of trustees ("board"). The board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the board of trustees shall have the power to:

1. Appoint and remove, at the pleasure of the board of trustees, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service. As provided herein, members of the board of trustees are not compensated for service on the board.
2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members.
3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 3. DESIGNATED TRUSTEES AND TERMS. The authorized number of Trustees shall be no more than seven (7) and no less than three (3) until changed by amendment of these Bylaws. The exact number of Trustees shall be fixed, within these limits, by a resolution adopted by the Board. The initial Board of Trustees shall be five (5) and shall be comprised of founders and other uninterested parties as appointed by the Incorporator. The seats on the Board of Trustees shall consist of Permanent Trustee positions, appointed as set forth herein, and Elected Trustee positions, to be nominated and elected by the Board of Trustees.

Permanent Trustee Positions

a. At its option, the Los Angeles School District Board of Trustees (the "District") and any other authorizer of a charter school operated by the corporation shall have the ability to appoint one (1) Permanent Trustee, subject to recall at its discretion.

Elected Trustee Positions

a. The term of office of all elected members of the Board of Trustees shall be three (3) years, provided.

b. There shall be no limitation upon the number of consecutive terms to which an Elected Trustee may be re-elected. Each Elected Trustee, including a trustee elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the board of trustees shall occur in the event of (a) the death or resignation of any trustee; (b) the declaration by resolution of the board of trustees of a vacancy in the office of a trustee who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of trustees.

Section 5. REMOVAL. Elected Trustees may be removed at any time, with or without cause, by a majority vote of the board or trustees. The board of trustees may remove any Elected Trustee due to excessive absences from regularly scheduled board meetings or because of unsatisfactory discharge of duties, or failure to maintain required status and qualifications.

Section 6. RESIGNATION OF TRUSTEES. Except as provided below, any trustee may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary, or the Board of Trustees. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If an Elected Trustee's resignation is effective at a later time, the board of trustees may nominate and elect a successor to take office as of the date when the resignation becomes effective.

Section 7. TRUSTEE MAY NOT RESIGN IF NO TRUSTEE REMAINS. Except on

notice to the California Attorney General, no trustee may resign if the corporation would be left without a duly elected trustees.

Section 8. **VACANCIES FILLED BY BOARD.** If a vacancy of an Elected Trustee is created by any event, a majority of the remaining trustees then in office may nominate and elect a new trustee to serve until the next annual meeting of the Board of Trustees. Any trustee elected to fill a vacancy not resulting from an increase in the number of trustees shall have the same remaining term as that of his predecessor.

Section 9. **NO VACANCY ON REDUCTION OF NUMBER OF TRUSTEES.** Any reduction of the authorized number of trustees shall not result in any trustee being removed before his or her term of office expires.

Section 10. **PLACE OF BOARD OF TRUSTEES MEETINGS.** Meetings shall be held at the principal office of the Corporation. The board of trustees may designate that a meeting be held at any place within the boundaries of the granting authority that grants a charter to the Corporation for the establishment of a charter school. All meetings of the board of trustees 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 said chapter may be modified by subsequent legislation.

Section 11. **MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT.** Members of the Board of Trustees may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Trustees shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Trustees elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Trustees participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Trustees directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

¹. This means that members of the Board of Trustees who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

Section 12. ANNUAL AND REGULAR MEETINGS. All meetings of the Board of Trustees and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The Board of Trustees 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. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the Board of Trustees. Regular meetings of the Board of Trustees, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Trustees. At least 72 hours before a regular meeting, the Board of Trustees, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 13. AUTHORITY TO CALL SPECIAL MEETINGS. Special and emergency meetings of the board of trustees for any purpose may be called at any time by the chairperson of the Board, or the President, or any vice president, or the Secretary, or any two trustees and shall be called, noticed, and held in compliance with the provisions of the Brown Act.

Section 14. NOTICE OF SPECIAL OR EMERGENCY MEETINGS. In accordance with the Brown Act, special meetings of the Board of Trustees may be held only after twenty-four (24) hours notice is given to each director and to the public through the posting of an agenda at the school sites. Pursuant to the Brown Act, the Board of Trustees shall adhere to the following notice requirements for special meetings:

- a. Any such notice shall be addressed or delivered to each trustee at the trustee'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 Board of Directors are regularly held.
- b. 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.
- c. 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.

Section 15. QUORUM. A majority of the authorized number of trustees shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall

be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a trustee has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common trusteeships, (c) creation of and appointments to committees of the board, and (d) indemnification of trustees.

Section 16. ADJOURNMENT. A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 17. FEES, COMPENSATION AND REIMBURSEMENT. Trustees shall not receive compensation. Trustees may receive such reimbursement of expenses, as the board of trustees may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 19. CREATION OF POWERS OF COMMITTEES. The board, by resolution adopted by a majority of the trustees then in office, may create one or more committees, each consisting of two (2) or more trustees, to serve at the pleasure of the board. Committees may be structured so that they report to the Chief Executive Officer of the Schools. Appointments to committees of the board of trustees shall be by majority vote of the authorized number of trustees. The board of trustees may appoint one or more trustees as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board of trustees resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of a majority of all members of the board;
- (b) Fill vacancies on the board of trustees or any committee of the board;
- (c) Fix compensation of the trustees for serving on the board of trustees or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the board of trustees that by its express terms is not so amendable or subject to repeal;
- (f) Create any other committees of the board of trustees or appoint the members of committees of the board;
- (g) Expend corporate funds to support a nominee for trustee if more people have been nominated for trustee than can be elected; or
- (h) Approve any contract or transaction to which the corporation is a party and in which one or more of its trustees has a material financial interest, except

as special approval is provided for in Corporations Code section 5233(d)(3).

Section 20. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the board of trustees shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other board of trustees actions, and the Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board of trustees may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board of trustees has not adopted rules, the committee may do so.

Section 21. **REVOCATION OF DELEGATED AUTHORITY.** The Board of Trustees 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 number of its members, and fill vacancies therein from the members of the Board.

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

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. **REQUIRED OFFICERS.** The officers of this corporation shall be a president, a secretary, and a chief financial officer, each of whom shall be chosen by and hold office at the pleasure of the Board.

Section 2. **PERMITTED OFFICERS.** The corporation, at the board's direction, may also have a chairman of the board, a chief operating officer, one or more vice-presidents, one or more assistant secretaries, one or more assistant chief financial officers, and 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 the Board at its pleasure may from time to time determine.

Section 3. **DUPLICATION OF OFFICE HOLDERS.** Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 4. **ELECTION OF OFFICERS.** The officers shall be elected annually by the Board at a regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of offices may be filled by the Board at a regular or special meeting.

Section 5. **APPOINTMENT OF SUBORDINATE OFFICERS.** The board of trustees may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and

authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

Section 6. REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, the Board of Trustees, at any regular or special meeting of the Board, or at the annual meeting of the Corporation. An officer who was not chosen by the board of trustees may be removed by any other officer on whom the board of trustees confers the power of removal.

Section 7. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 8. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 9. RESPONSIBILITIES OF OFFICERS.

a. **PRESIDENT.** Subject to such supervisory powers as the board of trustees may give to the chairman of the board, if any, and subject to the control of the board, and subject to president's contract of employment, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The president shall preside at all members meetings and, in the absence of the chairman of the board, or if none, at all board of trustees meetings. The president shall have such other powers and duties as the board of trustees or the bylaws may require. If the corporation has no Chairman of the Board, then the President shall preside at all meetings of the Board.

b. **VICE-PRESIDENTS.** If the president is absent or disabled, the vice-presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice-president designated by the board, shall perform all duties of the president. When so acting, a vice-president shall have all powers of and be subject to all restrictions on the president. The vice-presidents shall have such other powers and perform such other duties as the board of trustees or the bylaws may require.

c. **CHAIRMAN OF THE BOARD.** If a chairman of the board of trustees is elected, he or she shall preside at board of trustees meetings and shall exercise and perform such other powers and duties as the board of trustees may assign from time to time.

d. **SECRETARY.** The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board of trustees may direct, a book of

minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of persons present at board of trustees and committee meetings.

1. The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.
2. The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board of trustees that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board of trustees or by bylaws may require.

e. **CHIEF FINANCIAL OFFICER.** The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and trustees such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any trustee at all reasonable times.

1. The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board of trustees may designate; (ii) disburse the corporation's funds as the board of trustees may order; (iii) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board, contract, job specification, or the bylaws may require.
2. If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board of trustees for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

Section 10. **COMPENSATION OF OFFICERS.** The salaries of officers, if any, shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of the Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. Members of the board of trustees do not receive any salary or other compensation.

ARTICLE IX TRANSACTIONS BETWEEN CORPORATION AND TRUSTEES OR OFFICERS

Section 1. **CONTRACTS WITH TRUSTEES.** The Corporation shall not be a party to any contract or transaction in which one or more of its trustees have a material financial interest.

Section 2. **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 of the State of California; provided, however, the Corporation may advance money to a trustee or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of 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.

Section 3. **INTERLOCKING TRUSTEESHIPS.** No contract or other transaction between the corporation and any California nonprofit public benefit corporation of which one or more trustees are trustees is either void or voidable because such trustee(s) are present at a meeting of the Board of Trustees that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such trustee's other trusteeship are fully disclosed to the Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested trustees at the meeting (subject to the quorum provisions of Article VII), or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

Section 4. **DUTY OF LOYALTY, CONSTRUCTION WITH ARTICLE X.** Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every trustee and officer owes to the Corporation. Furthermore, nothing in this Article shall be construed to override or amend the provisions of Article X. All conflicts between the two articles shall be resolved in favor of Article X.

ARTICLE X INDEMNIFICATION

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its trustees, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board of trustees by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c) the board of trustees shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the board of trustees shall authorize indemnification.

ARTICLE XI INSURANCE

Section 1. **INSURANCE.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising from the officer's, trustee's, employee's, or agent's status as such.

ARTICLE XII MAINTENANCE OF CORPORATE RECORDS

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

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

ARTICLE XIII INSPECTION RIGHTS

Section 1. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the article of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members of the Board at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member of the Board, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

Section 2. **TRUSTEES' RIGHT TO INSPECT.** Every trustee shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

ARTICLE XIV REQUIRED REPORTS

Section 1. **ANNUAL REPORTS.** The board of trustees shall cause an annual report to be sent to the board of trustees annually. That report shall contain the following information, in

reasonable detail:

- (a) The assets and liabilities, including the trust funds, or the corporation as of the end of the preceding fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the preceding fiscal year;
- (d) The corporation's expenses or disbursement for both general and restricted purposes during the preceding fiscal year;
- (e) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The report required by this Article shall be accompanied by an independent accountant's report or if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

ARTICLE XV AMENDMENT OF BYLAWS

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

ARTICLE XVI OTHER PROVISIONS

Section 1. **ENDORSEMENT OF DOCUMENTS; 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 Chairman of the Board, the President, or any Vice President and Secretary or Treasurer or any Assistant Secretary or Treasurer 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 or persons and in such manner as from time to time shall be determined by the Board, but unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Celerity Educational Group, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages (including this certificate), are the bylaws of this corporation as adopted by the board of trustees on May 31, 2017; and that these bylaws have not been amended or modified since that date.

Executed on May 31, 2017 at Los Angeles, California.


Erica Salas, Secretary