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For more information regarding the content of this material, please contact the Charter Schools Division by phone at 916-322-6029 or by e-mail at charters@cde.ca.gov.

BOARD MEMBER RÉSUMÉS

JAIME A. DOMINGUEZ

[redacted]

SUMMARY OF QUALIFICATIONS

- Head of School at a distinguished independent school for the past 13 years
- Vice President for Institutional Alignment for K-12 institution (1200+ students)
- Founding Board Member of progressive, inquiry-based K-12 charter school in San Francisco
- Three years as a Middle School Administrator
- 25 years as a certified math and science teacher
- Experience serving on several nonprofit boards in leadership capacities

WORK HISTORY

2005-present	Head of School Stuart Hall for Boys (K-8), San Francisco, CA
2012- 2018	Vice President for Institutional Alignment (K-12) Schools of the Sacred Heart (K-12), San Francisco, CA
2002-2005	Middle School Assistant Principal and Acting Principal American School in London, London, England
1997-2002	Grade 7 math/science teacher and Grade 7 Team Leader American School in London
1995-1997	Grade 7 math and science teacher Bailey Middle School, Austin, TX
1995-1996	High School science teacher Seguin ISD, Seguin, TX
1993-1995	Grade 7/8 science teacher Stitt Junior High School (IS 164) New York, NY

EDUCATION

- M.A. in Educational Administration, Michigan State University, East Lansing, MI (2002)
- B.A. *(Cum laude)* in Biology, Princeton University, Princeton, NJ (1993)
- Klingenstein Fellowship - Heads of School Program, Columbia University (2011)
- Texas State Teaching Certificate (Lifetime) - Secondary Composite Science and Secondary Mathematics
- New York State Certificate of Teaching (1995 -2000) - Biology and General Science
- *Teach For America* Teacher Preparation Program, Los Angeles and New York (1993-94)

BITA NAZARIAN

EDUCATIONAL REFORM & LEADERSHIP EXPERIENCE

Executive Director ***2013-present***
826 Valencia (San Francisco, CA)
• Manage the organization's budget and fundraising; doubled net assets during two expansions.
• Develop and implement the strategic plan in line with the mission statement.
• Hire, supervise, and evaluate 35 staff to optimize services for students and families.
• Establish effective metrics for evaluation and reporting.
• Establish partnerships with SFUSD and over 50 community based organizations.
• Galvanize a volunteer force of 1400 active volunteers in order to provide individualized support for over 8000 students.
• Spearhead expansion efforts, including strategy and capital campaign, securing over $4.2M per campaign.
• Protect and steward strong branding through press, mailers, publications, and social media.
• Collaborate with board for effective governance.

Facilitator, Leadership Support Program ***2013-2018***
UC Berkeley Principal Leadership Institute (Berkeley, CA)
• Support new administrators in reflective leadership classes as they clear their administrative credentials.

Principal ***2008-2013***
James Lick Middle School, San Francisco Unified School District (San Francisco, CA)
• Manage the school site budget with in-put from stakeholders and the support of the School Site Council.
• Develop and implement the School's Site Plan, or Balanced Score Card, with in-put from stakeholders in an effort to address all students' diverse needs.
• Work with the leadership team to build capacity and lead professional development aligned with school-wide reform effort.
• Hire, supervise, and evaluate staff to optimize teaching and learning.
• Work with the Union Building Committee and leadership team to address contractual issues and develop school policies.
• Establish systems and procedures to support professional learning communities.
• Use data to drive instruction and improve student learning.
• Support School Site Council, PTSA, ELAC, and SAC in order to galvanize parent voice in decision-making and strengthen connections between school and home.
• Work with community based organizations to leverage resources and support goals stated in the Site Plan.
• Led reform efforts which resulted in 177 point API gain over 8 consecutive years, increased attendance rates for all subgroups, reduced suspension rates, and increased number of enrollment applications.

Assistant Principal ***2005-2008***
James Lick Middle School, San Francisco Unified School District (San Francisco, CA)
• Hire, supervise, and evaluate staff to optimize teaching and learning.
• Plan and lead professional development aligned with school-wide reform effort.
• Use data to drive instruction and improve student learning.
• Manage school-wide discipline, daily operations, building, and grounds for a safe school environment.
• Develop a master schedule that complies with state mandates and meets student needs.
• Build relationships with parents and community to boost student achievement.
• Work with community based organizations to leverage resources.

POOJA SHAH

[redacted]

experience

2016-Present **PLAYWORKS** **OAKLAND, CA**

Board Member, Corporate Secretary, Finance and Board Development Committee Member

- Provide mission-based leadership and strategic governance to $50MM national non-profit organization focused on providing safe and healthy play in elementary schools.
- Specific responsibilities include approving the annual budget and ensuring sound financial decision-making, promoting the achievement of organizational goals aligned with the mission and strategic plan, recruiting other board members, and fundraising.

2016-Present **NEW SCHOOL OF SAN FRANCISCO** **SAN FRANCISCO, CA**

Board Member, Treasurer, Finance and Facilities Committee Member

- Provide mission-based leadership and strategic governance to $4MM public charter school in 4th year of operations.
- Specific responsibilities include approving the annual budget, supporting cash flow management and ensuring sound financial decision-making, assisting with efforts to secure a long-term facility, recruiting other board members, and fundraising.

2012-2015 **PEER HEALTH EXCHANGE** **SAN FRANCISCO, CA**

Vice President of Strategy, Finance and Operations

Led all aspects of strategic and organizational planning, board relations, and oversaw financial and operational management, including Finance, Accounting, IT, Facilities and Compliance.

- Served as one of six members of the executive leadership team responsible for the development and execution of the organization's strategic vision and four-year plan.
- Led the creation, testing and implementation of an earned revenue model resulting in over $100K of annual revenue.
- Hired and supervised a staff of six employees, including a Managing Director of Finance & Administration, Director of Technology & Operations, and other Finance, Accounting, Technology and Facilities staff.
- Steered the annual organizational planning and budgeting process, driving the creation and achievement of org-wide goals aligned with overall strategic priorities and budget promoting long-term financial sustainability
- Directed the board finance, audit, strategic planning and governance committees to revise PHE's bylaws and compliance policies, pursue earned revenue pilots, select a new audit firm, and approve the annual budget.

2010-2012 **READING PARTNERS** **OAKLAND, CA**

Chief Financial Officer (2011-2012), Director of Business Operations (2010-2011)

Oversaw the organization's business operations, including Finance, Accounting, Human Resources, IT and Facilities.

- Integral in the organization's growth from a $2MM annual budget in two states to a $10MM+ budget in seven states.
- Hired and supervised a staff of 10 employees, including a Controller, HR Manager, Ops Manager.
- Directed annual audit process, including the successful completion of Reading Partners' first A-133 single audit.

2007-2008 **PLAYWORKS** **OAKLAND, CA**

Site Coordinator, ASCEND School

Managed the low-income school's Physical Education program to promote physical activity and healthy cooperation among students ranging from kindergarten to eighth grade.

- Conceptualized and implemented daily physical exercise curricula and after-school program for 600+ students.
- Organized tournaments to build a positive student community by promoting healthy competition and teamwork.

2005-2007 **CISCO SYSTEMS** **SAN JOSE, CA**

Associate, Corporate Business Development

Performed all aspects of the acquisition and equity investment execution process, including opportunity evaluation, term sheet review, due diligence, cash flow/financial analyses, and post-close integration.

- Interviewed executive management at private and public target companies to assess investment viability.
- Evaluated 10+ acquisition and investment candidates, ultimately completing a $830MM acquisition of IronPort Systems and $7MM equity investment in SecurView.

2003-2005 **LEHMAN BROTHERS** **MENLO PARK, CA**

Investment Banking Analyst, Global Technology Group

Advised clients on potential mergers and acquisitions and equity offerings in support of corporate finance goals. Ranked highest in analyst class and received offer for third-year analyst position.

- Conducted financial analyses, including comparable company, precedent transactions and discounted cash flow.
- Interacted directly with executives at technology companies to discuss presentations and financial models.

Farouk Ladha

Experiences:

Managing Partner

Company Name: Four Rivers Group
Dates Employed: Jan 2007 – Present
Employment Duration: 12 yrs, 6 mos
Location: San Francisco Bay Area

Founded Four Rivers Group in 2007, serve as Managing Partner. The firm invests in high-growth, market-leading technology companies globally.

Board Member

Company Name: The New School of San Francisco
Dates Employed: Jan 2017
Employment Duration: less than a year
Location: San Francisco Bay Area

Member of the Board of Directors of inquiry-based charter school bringing world-class education to K-8 students within San Francisco.

Investor

Company Name: Clutter
Dates Employed: Sep 2016 – 2017
Employment Duration:1 yr
Location: Greater Los Angeles Area

Invested in Series B and C rounds of financing in Clutter.

Investor

Company Name: Instart Logic
Dates Employed: Mar 2015 – 2017
Employment Duration: 2 yrs
Location: San Francisco Bay Area

Led Instart's B-2 financing.

Investor

Company Name: ThousandEyes
Dates Employed: Feb 2015 – 2017
Employment Duration: 2 yrs
Location: San Francisco Bay Area

Investor

Company Name: Namely
Dates Employed: 2015 – 2017
Employment Duration: 2 yrs
Location: Greater New York City Area

Invested in Series C and Series D rounds at Namely.

Investor

Company Name: New Relic, Inc.
Dates Employed: 2011 – 2017
Employment Duration: 6 yrs

Invested in Series D round of financing. Company went public in 2014.

Investor

Company Name: Carbonite
Dates Employed: Jan 2008 – 2017
Employment Duration: 9 yrs
Location: Greater Boston Area

Led Series B round of financing, and was an observer on the Board of Directors. Company went public in 2011.

Investor

Company Name: Assurex Health
Dates Employed: 2012 – 2014
Employment Duration: 2 yrs

Investor

Company Name: FireEye, Inc.
Dates Employed: 2010 – 2014
Employment Duration: 4 yrs
Location: San Francisco Bay Area

Led Series B and E rounds and observed on Board of Directors. The company went public in 2013.

DANIEL W. KARUBIAN

[redacted]

experience

2005 – Present **FRONT LINE MANAGEMENT COMPANY** **LOS ANGELES, CA**

Corporate Development Executive

Leadership role on strategic projects for the world's largest music management company. Front Line manages the careers of over 20 artists, including the Eagles, Jimmy Buffett, Christina Aguilera, and Aerosmith, and also operates ancillary music-related businesses. Front Line is a Thomas H. Lee Partners portfolio company.

- Start corporate sponsorship and promotion venture that will broker licensing and endorsement deals between corporations and musical talent. Formulate and execute detailed business plan, perform industry diligence, establish company infrastructure, hire personnel, and market services to potential corporate sponsors. The venture is expected to generate approximately $10 million of revenue in its first year of operation.
- Work closely with CEO and CFO to evaluate new business opportunities and potential acquisitions.

2003 – 2005 **THOMAS H. LEE PARTNERS, L.P.** **BOSTON, MA**

Private Equity Analyst

One of 26 investment professionals that managed over $12 billion of capital. Evaluated and structured private equity investments, including leveraged buyouts and growth equity transactions.

- Performed industry, company, and financial due diligence. Analyzed industry attractiveness, competitive landscape, and customer dynamics. Measured company financial performance by business unit, customer, product line, and distribution channel. Constructed financial models to evaluate investment returns.
- Facilitated transaction execution. Managed teams of advisors including accountants, consultants, lawyers, and investment bankers. Evaluated financing proposals and negotiated closing documentation.
- Board-level participation in four portfolio companies. Developed strategic business plans and monitored monthly operating performance. Evaluated add-on acquisitions, divestitures, financings, and exit opportunities.
- Selected completed transactions: (i) $1 billion leveraged buyout of Simmons Bedding Company; (ii) $200 million roll-up of music management firms; (iii) $4 billion acquisition of Spanish cable operator.
- Received highest performance review for both my first and second years.

2001 – 2003 **MORGAN STANLEY & CO.** **NEW YORK, NY**

Investment Banking Analyst, Financial Sponsors Group

Provided advisory services and acquisition financing to private equity firms and corporate clients.

- Performed financial analysis and due diligence for a wide variety of transactions including leveraged buyouts, mergers and acquisitions, and equity and debt offerings.
- Selected completed transactions: (i) $2 billion leveraged buyout of Houghton Mifflin; (ii) $500 million joint venture between Flight Options and Raytheon Travel Air.
- Representative to Analyst Council, Head of Analyst Social Committee, member of Cal Berkeley recruiting team.
- Received highest performance review (top 10% of worldwide analyst class) for both my first and second years.

1999-2001 **UNIVERSITY OF CALIFORNIA, BERKELEY ATHLETIC DEPARTMENT** **BERKELEY, CA**

Tutor

Provided instruction in business, economics, and statistics courses offered through the university.

- Taught weekly classes of 5-15 student athletes and provided one-on-one assistance as needed.

education

1997 – 2001 **UNIVERSITY OF CALIFORNIA, BERKELEY** **BERKELEY, CA**

B.S. Business Administration from Haas School of Business Undergraduate Program.
Graduated with Honors (top 10% of class); 3.7 cumulative GPA, 3.8 major GPA.

Activities: California Investment Club, Executive Committee Member □ Golden Key Society □ National Society of Collegiate Scholars □4-year captain of 2-time intramural league champion basketball team

2004 **GMAT:** 750 total score, 99th percentile.

personal

- Co-founder of A Place Called Home Leadership Council.
- Enjoy basketball, golf, travel, music, movies, and reading.

RAVI KRISHNA PAIDIPATY

[redacted]

PROFESSIONAL EXPERIENCE

CITADEL, San Francisco, CA — January 2018 – Present
Portfolio Manager

- Manage a team of seven investment professionals covering the Consumer, Technology, Media and Telecommunications sectors
- Generate beta neutral, factor tight portfolio leveraging extensive coverage expertise and risk management frameworks and tools

FARALLON CAPITAL MANAGEMENT, San Francisco, CA — August 2008 – January 2018
Managing Member

- Senior member of long / short equities group, which manages approximately four billion of equity capital and has generated a gross annual return of 15% since 2010 while maintaining 50% net exposure (approximately 800bps of annual alpha generation)
- Serve on the Investment Committee for the long / short group to evaluate new ideas, monitor existing positions, manage portfolio construction and risk and mentor junior analysts
- Generate long and short equity investments predominantly within consumer / retail and industrials verticals with experience in payments, TMT, agriculture, building products and energy
- Manage investment professional recruiting for all San Francisco based strategies
- Serve on firm's Big Data advisory committee with extensive experience working with debit and credit card data along with other consumer data sets

THE BAUPOST GROUP, Boston, MA — 2007
Summer Intern

- Member of firm's international equities group and received off for full-time employment

THOMAS H. LEE PARTNERS, Boston, MA — 2004 – 2006
Associate

- Representative responsibilities included managing both internal and external due diligence efforts, including coordination of industry, business, accounting and legal diligence; development of detailed financial models; negotiation and execution of financing; and negotiation of final contracts
- Received offer to return as Vice President upon graduation from business school

MORGAN STANLEY INC., New York, NY — 2002 – 2004
Analyst in Investment Banking Division

- Ranked in top tier of analyst class (approximately top 10%)

EDUCATION

HARVARD BUSINESS SCHOOL, Cambridge, MA — 2006 – 2008
Masters in Business Administration. GMAT: 760

- Activities: Alpha Hedge Fund, Private Equity Club, Section Social Chair, Media Club

YALE UNIVERSITY, New Haven, CT — 1998 – 2002
B.A., Ethics, Politics and Economics with Distinction in the Major. GPA: 3.6

- Activities: Yale Class Government (Secretary of Class of 2002), Beta Theta Pi Fraternity (President), Yale Entrepreneurial Society (Alumni Relations Coordinator), Book and Snake Senior Society

INTERESTS

Investing, reading, urban education reform, golf, running, cooking, Detroit sports

Patience Yi

[redacted]

SUMMARY

Dynamic ex technology executive and seasoned entrepreneur with experience in start-up, high growth technology companies as well as large fortune 500. Skills range from developing and executing strategic business plans to leading mid-size teams and developing strong leaders. In addition to the experience in tech, also experienced in community organizing and connecting the worlds of arts and technology.

PROFESSIONAL EXPERIENCE

CODE AND CANVAS, San Francisco, CA **2017 - PRESENT**

Executive Director

Program Management, Building Operations, Community Development

- Manage a 20k square foot artist co-creative space that includes event space, gallery and common areas that provide space to 65 creatives.
- Took the organization from losing $9k a month to break-even within 6 months
- Developed three external programs including Artists in Residence, Art Services, Healing Arts and Creative Coding Education programs.
- Working to gain site control of the building Code and Canvas is in which would provide 85k square feet of space to expand the arts and culture work we're doing to reach even more people.
- Host community events on a regular basis that have served over 12,000 people in the time Code and Canvas has been in existence.
- Work to be a bridge to connect the worlds of art, science and technology

HOOTSUITE, San Francisco, CA **2015 - 2017**

Vice President, Platform and Strategic Alliances

Partnerships, Developer Ecosystems and Product

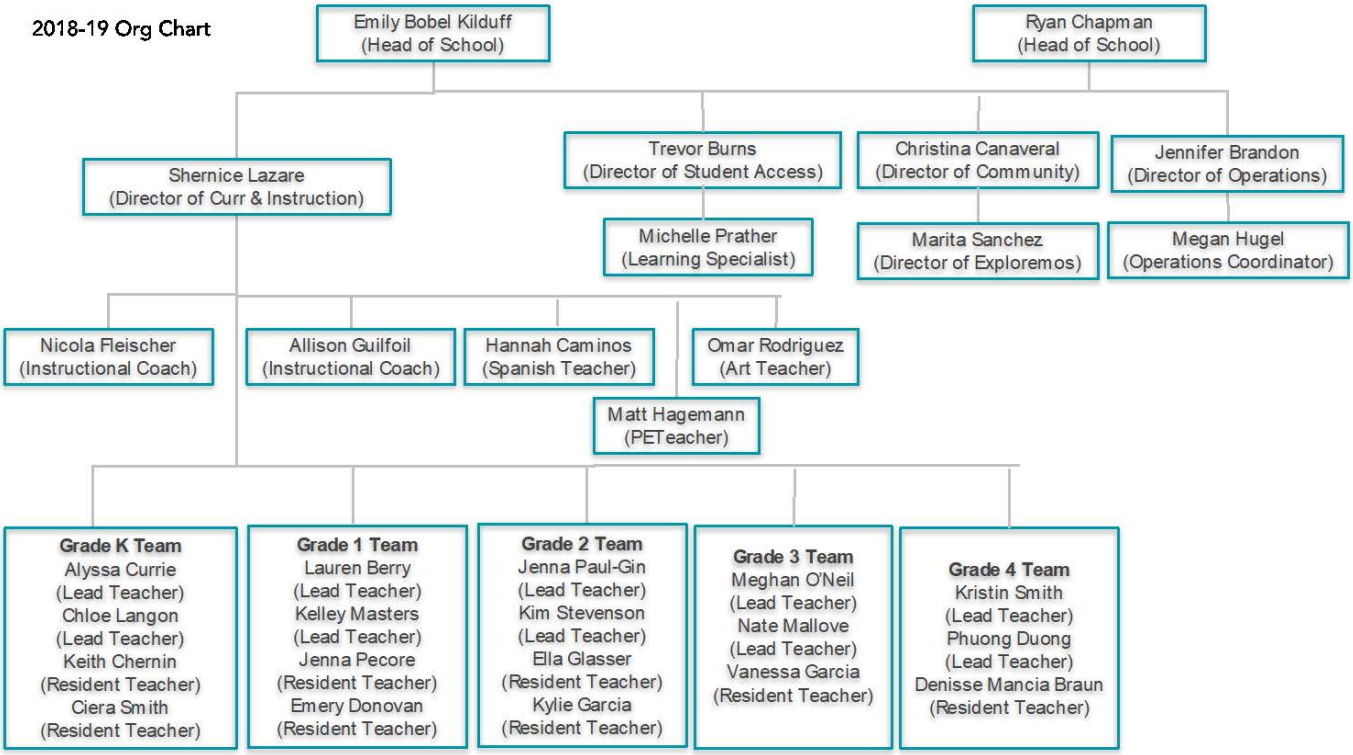
- Led two teams focused on API partnerships including those with social networks of which Hootsuite developed on their APIs and the platform team that managed developers that built into the Hootsuite APIs.
- Managed a team of 10 people spanning the two divisions
- Responsible for developing the vision, mission and strategy for both teams
- Repaired and grew relationship with the global social network partners which enabled Hootsuite to get first access to all new programs and APIs, even a shout out by Sheryl Sandberg of Facebook.
- Managed a developer ecosystem of almost 200 applications and assisted in creating a product roadmap that would enable developers to build solutions that saved Hootsuite years of time to bring similar functionality to its customers.

KENSHOO, San Francisco, CA **2012 – 2015**

Senior Director, Global Business Development

BD Strategy Design, Partnership Development, Global

ORGANIZATIONAL CHART



ARTICLES OF INCORPORATION

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FILED
Secretary of State
State of California
JUN 11 2014
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ARTICLES OF INCORPORATION
OF
NSSF

I.

The name of the Corporation shall be NSSF.

II.

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to manage, operate, guide, direct and promote one or more California public charter schools.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. 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, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III.

The name and address in the State of California of this Corporation's initial agent for service of process is:

Ryan Chapman
2277 Clay St.
San Francisco, CA 94115

IV.

All corporate property is irrevocably dedicated to the purposes set forth in the second article above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II.

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

3683508

Subject to the provisions of the nonprofit public benefit provisions of the Nonprofit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

V.

The authorized number and qualifications of members of the corporation, if any, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

VI.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

VII.

The initial street address and initial mailing address of the Corporation is:

2277 Clay St.
San Francisco, CA 94115

Dated: June 10, 2014

Ryan Chapman, Incorporator

I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN 12 2014

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

BYLAWS
OF
NSSF
(A California Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

Section 1. NAME. The name of this Corporation is NSSF.

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 the Corporation is 2277 Clay St., San Francisco, 94115, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct and promote The New School of San Francisco ("Charter School"), a California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

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, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules 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. The Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School'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 director 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
CORPORATIONS WITHOUT MEMBERS

Section 1. CORPORATIONS WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

ARTICLE VII
BOARD OF DIRECTORS

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 Directors ("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 Directors shall have the power to:

a. Appoint and remove, at the pleasure of the Board of Directors, 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.

b. 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.

c. 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.

d. Adopt and use a corporate seal.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than 3 and no more than 15, unless changed by amendments to these bylaws. All directors 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 Directors, the Corporation may appoint an additional director to ensure an odd number of Board members. All directors shall be designated by the existing Board of Directors.

Except for the initial Board of Directors, each director shall hold office unless otherwise removed from office in accordance with these bylaws for 3 year(s) and until a successor director has been designated and qualified. Terms for the initial Board of Directors shall be 3 seats for a term of 6 year(s).

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (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 such person. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERM. Each director shall hold office for 3 years and until a successor director has been designated and qualified.

Section 6. NOMINATIONS BY COMMITTEE. The Chairman of the Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of directors. The nominating committee shall make its report at least seven (7) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the Board's authorization.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a

director 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 directors.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 12. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 14. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 15. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII
BOARD MEETINGS PRIOR TO CHARTER APPROVAL

Section 1. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the corporation. The Board of Directors may designate that a meeting be held at any place within California that has been designated by resolution of the

Board of Directors or in the notice of the meeting.

Section 2. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. Any Board of Directors meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) The Board of Directors has adopted and implemented a means of verifying both of the following:

(1) A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the Board of Directors meeting.

(2) All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.

Section 3. ANNUAL AND REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month at 4 p.m., unless the first Tuesday of the month should fall on a legal holiday in which event the regular meeting shall be held at the same hour and place on the next business day following the legal holiday. The Board of Directors shall hold an annual meeting, regular, special, and emergency meetings for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required if conducted pursuant to these bylaws.

Section 4. AUTHORITY TO CALL SPECIAL MEETINGS. Special and emergency meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice-President, the Secretary, or any two Directors but may only be conducted if two-thirds of the Board of Directors vote that a situation warranting a special or emergency meeting exists.

Section 5. NOTICE OF MEETINGS. Regular meetings of the Board may be held without notice if conducted pursuant to these Bylaws. Special meetings of the Board shall be held upon four (4) days written notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, facsimile, or telegraph. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the Corporation. Notice of time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four

(24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office and the business to be transacted at the meeting.

Section 6. WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with corporate records or made a part of the minutes of the meeting.

Section 7. ACTION WITHOUT MEETING. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 8. QUORUM. A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors 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 director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors.

Section 9. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 10. COMPENSATION AND REIMBURSEMENT. Directors shall serve without compensation except that directors may receive such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such compensation is reasonable and is allowable under the provisions of Section 4 of this Article.

Section 11. CREATION OF POWERS OF COMMITTEES. The Board, by

resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors may appoint one or more directors 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 Directors 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 the members or approval of a majority of all members;

(b) Fill vacancies on the Board of Directors or any committee of the Board;

(c) Fix compensation of the directors for serving on the Board of Directors or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

(f) Create any other committees of the Board of Directors or appoint the members of committees of the Board;

(g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected;

(h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Section 12. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board of Directors' actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

ARTICLE IX
BOARD MEETINGS AFTER CHARTER APPROVAL

Section 1. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation. The Board of Directors may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board of Directors 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 2. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors 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 Directors 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 noticed by the Board of Directors in accordance with the Brown Act.

Section 3. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, 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 4. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the President is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 5. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the manner:

a. 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 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 6. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

Section 7. TELECONFERENCE MEETINGS. Members of the Board of Directors 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 Directors 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 Directors 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 Directors 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 Directors 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]

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[1] This means that members of the Board of Directors 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 8. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. 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, and to the public in the manner prescribed by any applicable public open meeting law.

Section 9. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 10. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors 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 Directors' 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 the members or approval of a majority of all members;

b. Fill vacancies on the Board of Directors or any committee of the Board;

c. Fix compensation of the directors for serving on the Board of Directors or on any committee;

d. Amend or repeal bylaws or adopt new bylaws;

e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;

f. Create any other committees of the Board of Directors or appoint the members of committees of the Board;

g. Expend corporate funds to support a nominee for director if more people have been nominated for director 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 directors has a material financial interest.

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open

committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 11. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

ARTICLE X
OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation, at the Board's direction, may also have a Chairman of the Board and a Vice-Chair. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. 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 3. ELECTION OF OFFICERS. The officers of the Corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 5. 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 6. 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 7. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If a Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 8. PRESIDENT. 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 have such other powers and duties as the Board of Directors or the bylaws may require. If there is no Chairman of the Board, the President shall also preside at the Board of Directors' meetings.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors 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; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each board member present for each action taken.

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.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors 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 Directors or the bylaws may require.

Section 10. 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 directors 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 director at all reasonable times.

The Chief Financial Officer shall (a) 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 Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) 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 (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

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 Directors 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.

ARTICLE XI
CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

ARTICLE XII
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the NSSF Conflict of Interest Policy have been fulfilled.

ARTICLE XIII
LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XIV
INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its directors, 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 Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors 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 Directors shall authorize indemnification.

ARTICLE XV
INSURANCE

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

ARTICLE XVI
MAINTENANCE OF CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

a. Adequate and correct books and records of account;
b. Written minutes of the proceedings of the Board and committees of the Board; and
c. Such reports and records as required by law.

ARTICLE XVII
INSPECTION RIGHTS

Section 1. DIRECTORS' RIGHT TO INSPECT. Every director 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 director'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.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE XVIII

REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;

b. The principal changes in assets and liabilities, including trust funds;

c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

d. The Corporation's expenses or disbursement for both general and restricted purposes;

e. Any information required under these bylaws; and

f. 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.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an "interested person" is either:

(1) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) The amount and circumstances of any indemnifications aggregating more than $10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article XII of these Bylaws.

ARTICLE XIX
BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created The New School of San Francisco or make any provisions of these Bylaws inconsistent with that Charter, the Corporation's Articles of Incorporation, or any laws.

ARTICLE XX
FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the NSSF, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of the Corporation as adopted by the Board of Directors on _____; and that these bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

_____

_____,Secretary

CONFLICT OF INTEREST CODE

NSSF

CONFLICT OF INTEREST CODE

I. ADOPTION

In compliance with the Political Reform Act of 1974, California Government Code Section 87100, et seq., the NSSF hereby adopts this Conflict of Interest Code ("Code"), which shall apply to all governing board members, candidates for member of the governing board, and all other designated employees of the NSSF ("Charter School"), as specifically required by California Government Code Section 87300.

II. DEFINITION OF TERMS

As applicable to a California public charter school, the definitions contained in the Political Reform Act of 1974, the regulations of the Fair Political Practices Commission, specifically California Code of Regulations Section 18730, and any amendments or modifications to the Act and regulations are incorporated by reference to this Code.

III. DESIGNATED EMPLOYEES

Employees of this Charter School, including governing board members and candidates for election and/or appointment to the governing board, who hold positions that involve the making or participation in the making, of decisions that may foreseeably have a material effect on any financial interest, shall be "designated employees." The designated positions are listed in "Exhibit A" attached to this policy and incorporated by reference herein.

IV. STATEMENT OF ECONOMIC INTERESTS: FILING

Each designated employee, including governing board members and candidates for election and/or appointment to the governing board, shall file a Statement of Economic Interest ("Statement") at the time and manner prescribed by California Code of Regulations, title 2, section 18730, disclosing reportable investments, interests in real property, business positions, and income required to be reported under the category or categories to which the employee's position is assigned in "Exhibit A."

An investment, interest in real property or income shall be reportable, if the business entity in which the investment is held, the interest in real property, the business position, or source of income may foreseeably be affected materially by a decision made or participated in by the designated employee by virtue of his or her position. The specific disclosure responsibilities assigned to each position are set forth in "Exhibit B."

Statements Filed With the Charter School. All Statements shall be supplied by the Charter School. All Statements shall be filed with the Charter School. The Charter School's filing officer shall make and retain a copy of the Statement and forward the original to the County Board of Supervisors.

V. DISQUALIFICATION

No designated employee shall make, participate in making, or try to use his/her official position to influence any Charter School decision which he/she knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of his or her immediate family.

VI. MANNER OF DISQUALIFICATION

A. Non-Governing Board Member Designated Employees

When a non-Governing Board member designated employee determines that he/she should not make a decision because of a disqualifying interest, he/she should submit a written disclosure of the disqualifying interest to his/her immediate supervisor. The supervisor shall immediately reassign the matter to another employee and shall forward the disclosure notice to the Charter School Principal who shall record the employee's disqualification. In the case of a designated employee who is head of an agency, this determination and disclosure shall be made in writing to his/her appointing authority.

B. Governing Board Member Designated Employees

Financial interest in a contract: Where a Governing Board member has a personal, material financial interest in a contract, the financial interest will be reviewed under Government Code Section 1090, to determine whether the remote or non-interest exceptions apply. Should the Board determine that no applicable remote or noninterest exceptions apply, the Board must either: (1) not enter into the contract, as Government Code Section 1090 prevents the entire board from voting on the contract; or (2) prior to the Board of Director's discussion of and/or taking any action on the contract at issue, the Board member must resign from the Board of Directors. The resignation shall be made part of the Board's official record.

All other financial interests: Governing Board members shall disclose a disqualifying interest at the meeting during which consideration of the decision takes place. This disclosure shall be made part of the Board's official record. The Board member shall refrain from participating in the decision in any way (i.e., the Board member with the disqualifying interest shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken) and comply with any applicable provisions of the Charter School bylaws.

EXHIBIT A

Designated Positions

Designated Position	Assigned Disclosure Category
Members of the Governing Board	1, 2, 3
CEO/President	1, 2, 3
Chairman of the Board	1, 2, 3
CFO/Treasurer	1, 2, 3
Secretary	1, 2, 3
School Leaders	1, 2, 3
Consultants	*

*Consultants are included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation:

The Executive Director may determine in writing that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The Executive Director determination is a public record and shall be retained for public inspection in the same manner and location as this conflict-of-interest code. (Gov. Code Section 81008.)

EXHIBIT B

Disclosure Categories

Category 1

Designated positions assigned to this category must report:

a. Interests in real property which are located in whole or in part within the boundaries (and a two mile radius) of the school district in which The New School of San Francisco operates.

b. Investments in, income, including gifts, loans, and travel payments, from, and business positions in any business entity of the type which engages in the acquisition or disposal of real property or are engaged in building construction or design.

c. Investments in, income, including gifts, loans, and travel payments, from, and business positions in any business entity of the type which engages in, the manufacture, sale, repair, rental or distribution of school supplies, books, materials, school furnishings or equipment to be utilized by The New School of San Francisco.

Category 2

Designated positions assigned to this category must report:

Investments in, income, including gifts, loans, and travel payments, from, and business positions in any business entity of the type which engages in the manufacture, sale, repair, rental or distribution of school supplies, books, materials, school furnishings or equipment to be utilized by The New School of San Francisco, its parents, teachers and students for educational purposes. This includes, but is not limited to, educational supplies, textbooks and items used for extra-curricular courses.

Category 3

Designated positions assigned to this category must report:

Investments in, income, including gifts, loans, and travel payments, from, sources which are engaged in the performance of work or services of the type to be utilized by The New School of San Francisco, its parents, teachers and students for educational purposes. This includes, but is not limited to, student services commonly provided in public schools such as speech therapists and counselors.