

Amended By-Laws

Of

Compass Charter Schools

(A California Non-Profit Public Benefit Corporation)

**AMENDED AND RESTATED BYLAWS
OF
COMPASS CHARTER SCHOOLS**
(A California Non-Profit Public Benefit Corporation)

ARTICLE I

Section 1. NAME.

The name of this corporation is Compass Charter Schools (“CCS”).

ARTICLE II

Section 1. PRINCIPAL OFFICE OF THE CORPORATION.

The principal office for the transaction of the activities and affairs of this corporation is 850 Hampshire Road, Suite R, Thousand Oaks, CA 91361 or such other place as the Board of Directors (the “Board”) may designate from time to time.

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 this corporation is qualified to conduct its activities.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES.

The purpose of this corporation is to create, manage, operate, guide, direct and promote one or more public charter schools. 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 distribution 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, 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. 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, corporation or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its 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.

ARTICLE VI
CORPORATIONS WITHOUT MEMBERS

Section 1. CORPORATIONS WITHOUT MEMBERS.

This corporation shall have no members within the meaning of the Nonprofit Corporation Law.

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. The Board may delegate the management of the corporation’s activities to any person(s), management company or committees (Article VII, Section 21), however composed, provided that 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

CCS Bylaws

to the same limitations, the Board of Directors shall have the power to:

- (a) Subject to any applicable contractual or other legal requirements, appoint, evaluate and remove the Superintendent & CEO; prescribe powers and duties for him/her as are consistent with the law, the articles of incorporation, and these bylaws; fix his/her compensation; and require from him/her 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; and alter the form of the seal.

Section 3. DESIGNATED DIRECTORS AND TERMS

The authorized number of directors shall be not less than five (5), nor more than seven (7), as set by resolution of the Board, unless changed by amendment to these bylaws. The qualifications for directors are generally the ability to attend Board meetings, a willingness to actively support and promote the charter schools operated by the corporation, and a dedication to its educational philosophy and goals. In addition, directors should demonstrate leadership, initiative and a high level of professionalism. Directors must be able to work effectively as a member of a team and to put aside all personal agendas so that the best interests of the school as a whole are put foremost. It is in the best interests of the school that Directors include persons who can represent the interests of the following constituencies:

- (a) Parent representatives: Directors may be selected from parents/guardians of scholars currently enrolled in the charter schools operated by the corporation. When selecting parent representatives to sit on the CCS Board, the Nominating Committee shall take into consideration the potential candidate's skillsets/experiences with the following subject matters: school administration experience, familiarity with the Education Code, legal experience, human resources knowledge, financial or budget experience, construction or real estate experience, and/or fundraising.
- (b) Community representatives: Directors may be selected from the CCS community, except that parents of CCS scholars shall count as a parent representative.
- (c) Pupil member: A currently enrolled scholar in a charter school managed by the Corporation in ninth through twelfth grade who is active in the Scholar Leadership Council.

Directors shall be chosen at an Annual Meeting as specified in Section 15 of this Article VII.

Consistent with Education Code Section 47604(c), each chartering authority may appoint a representative as a Director to sit on the board. Any representative appointed in this fashion shall not count toward the Board membership minimum or maximum.

In addition to the number of Directors otherwise prescribed by these bylaws, pursuant to Education Code section 47604.2, the Board composition shall also include a seat reserved for a pupil member. All Directors, except for the pupil member, shall have full voting rights, including any representative appointed by a chartering authority as consistent with Education Code Section 47604 (c). The pupil member shall have preferential voting rights. Preferential voting means a formal expression of opinion that is recorded in the minutes and cast before the official vote of the Board of Directors, but that shall not serve in determining the final numerical outcome of a vote.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No persons serving on the Board of Directors may be interested persons as defined below. An interested person for this limited provision includes:

- (a) any person currently being 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.

Section 5. DIRECTORS' TERM.

Each director, except for the pupil member, shall hold office for three (3) year terms or until a successor Director has been designated and qualified. There is no limit as to the number of terms a Director may serve. The three (3) year term limit shall not apply to the representative a chartering authority may appoint. The term of the pupil member shall be one (1) year commencing on July 1 each year.

Section 6. NOMINATIONS BY COMMITTEE.

The Board of Directors may appoint a Nominating Committee. If so appointed, the chair of the Nominating Committee shall work with the Superintendent & CEO to nominate qualified candidates for all non-pupil member Board seats for appointment to the Board of Directors, according to the composition criteria set forth in Section 3 of this Article VII. The Nominating Committee, in conjunction with the Superintendent & CEO, shall make its report to the Board at least seven (7) days before the date of the appointment or at such other time as the Board of Directors may set. The Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates designated by the Nominating Committee. The Nominating Committee may also solicit and nominate qualified candidates for appointment to Standing Committees as set forth in Section 21 of this Article VII.

CCS Bylaws

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.

No corporation funds may be expended to support a nominee.

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 or resignation of any Director;
- (b) the removal of a Director with or without cause, by resolution of the Board as noted below; 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;
- (c) the increase of the authorized number of Directors; and
- (d) failure to meet the qualifications established by these bylaws.

Any Director, except for a representative appointed by a chartering authority, may be removed, with or without cause, by a 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 as provided in Section 13. Any vacancy caused by the removal of a Director shall be filled as provided in Section 11.

A representative appointed by a chartering authority will be automatically removed from the Board of Directors if that chartering authority no longer authorizes any charters held by CCS. Additionally, any representative appointed by a chartering authority may be removed with or without cause by the chartering authority or with the written consent of the chartering authority.

Any Director who does not attend two (2) successive Board meetings will automatically be removed from the Board without Board resolution unless:

- (a) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one (1) in determining whether a quorum is or is not present),
- (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or
- (c) the Board by resolution of the majority of Board members then in office agree that a Director who has missed two (2) successive meetings may be reinstated.

Section 9. RESIGNATION OF DIRECTORS.

Except as provided below, any Director may resign by giving written notice to the Chair of 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

CCS Bylaws

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. VACANCIES FILLED BY BOARD.

- (a) 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: 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.

A vacancy in the seat of the representative appointed by a chartering authority shall be filled by the chartering authority.

Section 12. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS.
Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

Section 13. PLACE OF BOARD OF DIRECTORS MEETINGS.
Meetings shall be held at any place within the physical boundaries of the county in which the greatest number of scholars who are enrolled in the charter schools operated by the Board are located that has been 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 (“Brown Act”), and Education Code Section 47604.1.

Section 14. TELECONFERENCE MEETINGS¹.
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 physical boundaries of the county in which the greatest number of pupils enrolled in the charter schools managed by Board are located;
- (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, and members of the public

¹ Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e).

CCS Bylaws

shall be provided with an opportunity to address the Board of Directors directly at each teleconference location;²

- (e) Members of the public must be able to hear what is said during the meeting; and
- (f) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.³

Section 15. ANNUAL AND REGULAR MEETINGS.

The Board shall adopt a regular Board meeting schedule at the annual Board meeting. The regular Board meeting schedule may be revised as necessary 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. The Chair shall have the authority to reschedule a regular meeting as necessary to establish a quorum of directors. Notice of the agenda will be posted physically in a location within the Charter Schools' jurisdictions that can be accessed at all times and on the Charter School's website homepage with a prominent and direct link. The Board of Directors shall hold an Annual Meeting for purposes of organization, election of officers, adoption of the regular Board meeting schedule, and transaction of other business. The Board may hold regular, special and emergency meetings. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act, and Education Code Section 47604.1.

Section 16. AUTHORITY TO CALL SPECIAL MEETINGS.

Special Meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, if there is such an officer, or a majority of the Directors. If a Chair of the Board has not been elected, then the Superintendent & CEO is authorized to call a Special Meeting in place of the Chair of the Board. The party calling a Special Meeting shall determine the place, date, and time thereof.

Section 17. 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. Notice of the agenda will be posted physically in a location within the Charter School's jurisdiction that can be accessed at all times and on the Charter School's website homepage with a prominent and direct link. Notice of the time and place of special meetings shall be given to each Director by:

- (a) personal delivery of written notice;
- (b) first-class mail, postage prepaid;
- (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director;
- (d) telegram;

² 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.

³ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

CCS Bylaws

- (e) facsimile;
- (f) electronic mail; or
- (g) other electronic means.

All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records and shall be sent with at least such notice as is required 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 which are applicable to the type of meeting called. Notice of the time and place of special or emergency meetings shall be given to all media who have provided timely written notice to CCS. 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. All notice requirements will comply 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 18. QUORUM.

A majority of the number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment. The pupil member shall not be counted for purpose of establishing quorum. 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. Should there be less than a majority of the Directors present at the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 19. ADJOURNMENT.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled 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 the Brown Act.

Section 20. COMPENSATION AND REIMBURSEMENT.

The Board of Directors shall not receive any compensation for their services; however, 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.

Section 21. 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 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) Fill vacancies on the Board of Directors or any committee of the Board;

CCS Bylaws

- (b) Fix compensation of the Directors for serving on the Board of Directors or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- (e) Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a nominee for Director if more people have been nominated for director than can be elected; or
- (g) 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, scholars, 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 22. 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, 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. If required by law, committees will operate in accordance with the Brown Act.

Section 23. NON-LIABILITY OF DIRECTORS.

No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 24. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.

CCS 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 OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD ON THE BOARD.

The officers of this Board of Directors shall be a chair, a secretary, and a treasurer. The corporation, at the Board's direction, may also have a Superintendent & CEO. The Superintendent & CEO shall have the 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 Treasurer may serve concurrently as the Chair of the Board.

CCS Bylaws

Section 3. ELECTION OF BOARD OFFICERS.

The officers of this 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. Officers' terms may be staggered to provide continuity of leadership.

Section 4. APPOINTMENT OF OTHER OFFICERS.

The Board of Directors may appoint and authorize the Chair of the Board, 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 5. REMOVAL OF BOARD OFFICERS.

The Board of Directors may remove any Board officer with or without cause.

Section 6. RESIGNATION OF BOARD 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.

Section 7. 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 8. CHAIR OF THE BOARD.

If a Chair of the Board of Directors is elected, he or she 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. In the absence of the Chair, another officer as designated by the Board, 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 9. SUPERINTENDENT & CHIEF EXECUTIVE OFFICER.

The Superintendent & Chief Executive Officer, subject to the control of the Board, and subject to the Superintendent & Chief Executive Officer's contract of employment, 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.

Section 10. 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

CCS Bylaws

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 persons 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 members of the Board of Directors, 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 bylaws may require.

Section 11. TREASURER.

The Treasurer shall cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall cause to be given to the 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.

ARTICLE IX CONTRACTS WITH DIRECTORS AND OFFICERS

Section 1. CONTRACTS WITH DIRECTORS AND OFFICERS.

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). The prohibition does not include remote interests or non-interests as those terms are defined in the Government Code. The Board shall comply with Government Code Section 1090, *et seq.*, as set forth in Education Code Section 47604.1.

ARTICLE X 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 in compliance with Government Code Section 1090, *et seq.*, as set forth in Education Code Section 47604.1, unless all of the requirements in the corporation's Conflict of Interest Code have been fulfilled.

ARTICLE XI LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS.

This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer; provided, however, that the corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in

CCS Bylaws

the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

ARTICLE XII INDEMNIFICATION

Section 1. INDEMNIFICATION.

To the fullest extent permitted by law, this 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.

Section 1. INSURANCE.

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

ARTICLE XIV 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 the Board, and committees of the Board; and
- (c) Such reports and records as required by law.

ARTICLE XV INSPECTION RIGHTS

Section 1. DIRECTORS' RIGHT TO INSPECT.

CCS Bylaws

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

CCS Bylaws

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. 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.

This 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 XVI REQUIRED REPORTS

Section 1. ANNUAL REPORTS.

The Board of Directors shall cause an Annual Report to be sent to 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, of 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 disbursements 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.

The Corporation will comply with Corporations Code section 6322.

ARTICLE XVII AMENDMENT TO BYLAWS

Section 1. These bylaws may be amended by a majority vote of the Board of Directors at a meeting in which a quorum is present. These bylaws may not be amended to include any provision that conflicts with law or the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Compass Charter Schools, a California Non-Profit Public Benefit Corporation; that these bylaws, consisting of 16 pages, are the bylaws of this corporation as adopted by the Board of Directors on Sept. __, 2024; and that these bylaws have not been amended or modified since that date.

Executed on Sept. __, 2024 in Thousand Oaks, California.

[INSERT NAME], Secretary

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