



MEETING AGENDA - iLEAD California Charters 1 Board

Any public records relating to an agenda item for an open session of the Board which are distributed to all, or a majority of all of the Board members shall be available for public inspection at the resource center between 9:00 am and 3:30 pm.

Meeting

	Special meeting
Meeting Date	Monday, May 23, 2022
Start Time	7:00 PM
End Time	8:00 PM
Location	Due to social distancing, this meeting will be held virtually. You may join us on ZOOM at: Zoom Meeting: https://zoom.us/j/5395735793 Meeting ID: 539 573 5793 Dial in Number: 1-669-900-6833
Purpose	Closed Session Brown Act Board Roles Legal Counsel

Agenda

1. Opening Items

1.1. Call The Meeting To Order

1.2. Roll Call

1.3. Approve Agenda

Due date: 5/23/2022

1.4. Approve Minutes

Due date: 5/23/2022

Documents

- Minutes-2022-05-19-v1.pdf
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2. Public Comments

2.1. Public Comments

The public may address the iLEAD CA Charters 1 governing board regarding any item within the Board's jurisdiction whether or not that item appears on the agenda during this time. If you wish to address the Board, please complete a public comment card. Comments for the public will be limited to 3 minutes.

3. Closed Session



3.1. PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE

(Gov. Code section 54957(b))

3.2. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION

(Gov. Code section 54956.9(d)(2).: 1 matter)

4. Report of Closed Session

4.1. Report Of Closed Session

Reported actions taken in Closed Session

Due date: 5/23/2022

5. Action Items

5.1. Officer Roles

Discuss and review iCA Officer roles as set forth in Article VII of iCA Bylaws, and take action regarding current positions held by current Board Members.

Due date: 5/23/2022

Documents

- Approved iCA First Amended and Restated Bylaws 2019.pdf-Final (1).pdf
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5.2. Legal Counsel Contract

Discuss and seek action to retain additional legal counsel.

Due date: 5/23/2022

6. Discussion And Reports

6.1. Closed Session Item Descriptions - Brown Act

Review Closed Session Item Descriptions under the Ralph M. Brown Act

Documents

- iCA Closed Session Cheatsheet.pdf
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7. Comments

7.1. Board Comments

8. Closing Items

8.1. Next Meeting Date

June 22 and June 29 at 6:00



8.2. Adjournment

Please note: items on the agenda may not be addressed in the order they appear. The Board of Directors may alter the order at their discretion.

- **Board Room Accessibility:** The Board of Directors encourage those with disabilities to participate fully in the public meeting process. If you need a disability-related modification or accommodation, including auxiliary aids or services to participate in the public meeting, please contact the office at least 48 hours before the scheduled Board of Directors meeting so that we may make every reasonable effort to accommodate you. [Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (42 U.S.C. § 12132).]

The Secretary of the Board of Directors, hereby certifies that this agenda was publicly posted 72 or 24 hours prior to the meeting as required by law.

CLOSED SESSION ITEM DESCRIPTIONS UNDER THE RALPH M. BROWN ACT

The following chart can be used when drafting the closed session item descriptions on agendas and minutes of governing board meetings. These item descriptions are from the “safe-harbor” descriptions under Government Code section 54954.5.

GOV. CODE SECTION	CLOSED SESSION ITEM DESCRIPTION (The same language should be used for both the agenda and minutes)
54956.8 (Use to discuss the purchase, sale, exchange, or lease of real property by or for the school)	CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8.) Property: <i>[address]</i> Agency negotiator: <i>[name of negotiator]</i> Negotiating parties: <i>[name of opposing party]</i> Under negotiation: <i>[e.g. “price and/or terms of payment”]</i>
54956.9 (Use when threatened with litigation or an administrative proceeding, e.g. if the charter authorizer may revoke/ non-renew the charter, or SPED settlements)	CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION (Gov. Code section 54956.9(d)(2): <i>[number of matters]</i> matter(s)).
54956.9 (Use when considering suing someone)	CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION (Gov. Code section 54956.9(d)(4).): <i>[number of matters]</i> matter(s)).
54956.9 (Use to confer with, or receive advice from, legal counsel regarding pending litigation)	CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Gov. Code section 54956.9(d)(1).) Name of Case: <i>[insert case name or number]</i> <i>OR, if disclosing the case name would jeopardize settlement negotiations, use the following:</i> CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Gov. Code section 54956.9(d)(1).)

	Case Name Unspecified: (disclosure would jeopardize settlement negotiations)
54957 (Use when discussing the hiring of a new employee)	PUBLIC EMPLOYEE APPOINTMENT (Gov. Code section 54957(b)(1).) Title: <i>[title of position to be filled]</i> [See the “ NOTES ” section below.]
54957 (Use when reviewing the performance of an existing employee)	PUBLIC EMPLOYEE PERFORMANCE EVALUATION (Gov. Code section 54957(b)(1).) Title: <i>[title of employee being evaluated]</i>
54957 (Use when discussing the discipline or dismissal of an employee; keep in mind there are also notice obligations for this type of closed session)	PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE (Gov. Code section 54957(b).)
54957.6 (Use when negotiating [salaries, compensation, etc.] with represented or unrepresented employees)	CONFERENCE WITH LABOR NEGOTIATORS (Gov. Code section 54957.6.) Agency designated representatives: <i>[names of representatives]</i> Employee Organization: <i>[name of organization representing employees]</i> <i>OR, if the employee is unrepresented, use the following:</i> CONFERENCE WITH LABOR NEGOTIATORS (Gov. Code section 54957.6.) Unrepresented employee: <i>[title of employee]</i>

<p>54957 (Use when meeting with law enforcement personnel on matters posing a threat to the security of public buildings or services—this is rare)</p>	<p>THREAT TO PUBLIC SERVICES OR FACILITIES (Gov. Code section 54957(a).) Consultation with: [<i>specify name of law enforcement agency and title of officer</i>]</p>
<p>48918(c) (use when discussing student expulsion)</p>	<p>STUDENT EXPULSION (Ed. Code section 48918(c): ([<i>number of matters</i>] matter(s)).</p>

NOTES

When discussing CEO Evaluation, other than “oblique references” to compensation in closed session (e.g., whether the CEO deserves a raise based on the evaluation), the discussion/decision on that person’s compensation must happen in open session. So usually, the above closed session item would be followed by an open session item such as:

1. CEO Employment Agreement

That is where the board can discuss the terms of the contract and proposed compensation, and approve. Remember that when the board takes action on any executive compensation, prior to taking final action the board must orally report a summary of the recommendation for compensation per Gov. Code section 54953(c)(3), and action on executive compensation can only happen at a regular meeting (not a special meeting). The Board must also review for reasonableness, e.g. by looking at comparable data. Below is some sample language for an oral summary, which will need to be revised based on the actual proposed compensation:

“We would like to approve the (name of school) Director Contract for the (xxxx-xxxx) school year, beginning on July 1, (xxxx) and concluding June 30, (xxxx).

School Director/CEO’s annual pay has increased (#)% for an annual salary of \$(xxxxxx), with the possibility of annual raises at the board’s discretion, except that she/he will be eligible for cost of living increases given to other staff. She/He will be entitled to participate in the employee benefit program at the same rate as all current employees, which currently is at \$(xxx) per month.”

In practice, the way this usually works is that the board chair, counsel for the school, the school director, and their lawyer if they have one, communicate ahead of the meeting to come up with a compensation number and contract terms to propose to the full board. Or sometimes, the board will appoint an ad hoc committee to do that negotiating work.

**FIRST AMENDED AND RESTATED
BYLAWS
OF
iLEAD CALIFORNIA CHARTERS 1
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
NAME**

Section 1.01 Corporate Name. The name of this corporation is iLEAD California Charters 1.

**ARTICLE II
OFFICES**

Section 2.01 Principal Office. The corporation's principal office is located at 3720 Sierra Highway, Suite A, Acton, CA 93510. The Board of Directors ("Board") may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board 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
PURPOSES**

Section 3.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV
DEDICATION OF ASSETS**

Section 4.01 Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable and educational 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. Upon dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation.

**ARTICLE V
MEMBERSHIP**

Section 5.01 No Members. The corporation shall not have any members.

Section 5.02 Associates. Nothing in this Article V shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members of the corporation, and no such reference shall make anyone a member

within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person who does not have the right to vote for the election of Directors, on a disposition of substantially all of the corporation's assets, on the merger or dissolution of it, or on changes to its Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

Section 5.03 Authority Vested in the Board. Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members will vest in the Board.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01 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 these Bylaws, the corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company, or committees, however composed, provided that the corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers enumerated in these Bylaws and permitted by law:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws;

(c) To 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;

(d) To borrow money and incur indebtedness for the corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To adopt, make, and use a corporate seal and alter the form of the seal from time to time as they may deem best;

(f) To carry on a business and apply any revenues in excess of expenses that result from the business to any activity that it may lawfully engage in;

(g) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(h) To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

(i) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

Section 6.03 Number and Election of Directors.

(a) The Board of Directors shall be comprised of between three (3) and five (5) members, with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of these Bylaws. The initial Board shall be comprised of the three (3) Directors appointed by the Incorporator. With the exception of the initial Board, Directors shall be elected by the vote of a majority of Directors then in office. All Directors shall have full voting rights, including any representative appointed by the Acton-Agua Dulce Unified School District under Education Code Section 47604(b).

(b) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation, and a dedication to its charitable endeavors. The Board shall strive for members to represent the general community, to have legal, financial and pedagogical experience, or other skills and expertise, to effectively govern the charter school.

(c) The Board of Trustees of the Acton-Agua Dulce Unified School District may appoint one representative to serve on the Board pursuant to Education Code Section 47604(b).

Section 6.04 Terms Of Office. Except for the initial Board, each Director shall hold office for one (1) year. The members of the initial Board shall stagger their terms to establish continuity and sustainability. The initial Board shall select a Director to serve a one-year term, another Director to serve a two-year term, and the remaining Director to serve a three-year term.

There shall be no limitation on the number of consecutive one-year terms to which a Director may be reelected.

Section 6.05 Events Causing Vacancies On Board. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected.

Section 6.06 Removal. Other than a Director appointed by the Acton-Agua Dulce Unified School District pursuant to Education Code Section 47604(b), any Director may be removed at any time by a majority vote of the Board, with or without cause.

Section 6.07 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President/ CEO, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective.

Section 6.08 Brown Act. At all times that the corporation has a valid charter to operate a charter school and the charter so requires, meetings of the Board 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 the same may be modified from time to time ("Brown Act"), and shall occur at the school site or another suitable location that is accessible to the iLEAD community and the public.

Section 6.09 Annual Meetings. The Board 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.

Section 6.10 Regular Meetings. Regular meetings of the Board, including annual meetings, shall be held at the school site or another suitable location that is accessible to the iLEAD community and the public, and at such times as may from time to time be fixed by the Board. Regular meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with the Brown Act, and agendas for such meetings will be posted seventy-two (72) hours previous to the meeting at the entrance of the school's main office and on the school's website, if it has one, containing a brief general description of each item of business to be transacted or discussed at the meeting. The agendas may also be posted in additional locations that are freely accessible to members of the public, such as on the community bulletin board at the school sites.

Section 6.11 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chairperson of the Board, if any, the President/ CEO, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by any other means. In compliance with the Brown Act, notice of special meetings shall be posted at least twenty-four (24) hours prior to the time of the holding of the meeting. Agendas for special meetings shall be posted in the same locations as for regular meetings as set forth in Section 6.10 above.

Section 6.12 Quorum. A majority of the authorized number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law or other applicable laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.13 Participation in Meetings by Conference Telephone. Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, members of the Board may participate in a meeting through the use of teleconference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with one another. Such meeting must also be noticed and conducted in compliance with Section 54953(b) of the Brown Act, including without limitation the following:

- (a) At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the charter school's jurisdiction;
- (b) All votes taken during a teleconference meeting shall be by roll call;
- (c) If the Board 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 Director participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- (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 directly at each teleconference location; and
- (f) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 6.14 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such

waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.15 Adjournment. A majority of the Directors present, whether or not a quorum is present, or if all Directors are absent then the clerk or Secretary, may adjourn any Board meeting to another time and place in compliance with Section 54955 of the Brown Act.

Section 6.16 Fees and Compensation. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business. The corporation may carry liability insurance respecting the conduct of the corporation's business by the Directors.

ARTICLE VII OFFICERS

Section 7.01 Required Officers. The officers of the corporation shall be a President and/or CEO, a Secretary, and a Treasurer and/or Chief Financial Officer.

Section 7.02 Permitted Officers. The corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, and such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 7.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that the Secretary nor the Treasurer/ Chief Financial Officer may serve concurrently as the President/ CEO or chairperson of the Board.

Section 7.04 Election of Officers. The corporation's officers shall be elected by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 7.05 Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.06 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.07 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur.

Section 7.08 President/CEO. Subject to the control of the Board, and subject to the President/ CEO's contract of employment, if any, the President/ CEO is the general manager and chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The President/ CEO has the general powers and duties of management usually vested in the office of President/ CEO and such other powers and duties as may be prescribed from time to time by the Board.

Section 7.09 Chairperson of the Board. The Board may elect one Director to serve as Chairperson of the Board. He or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Directors promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer/ Chief Financial Officer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.11 Treasurer/ Chief Financial Officer. The Treasurer/ Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director. The Treasurer/ Chief Financial Officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board; disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board; and shall render, or cause to be rendered, to the President/ CEO and Directors, upon request, an account of all transactions and of the corporation's financial condition. The Treasurer/ Chief Financial Officer shall present, or cause to be presented, to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Treasurer/ Chief

Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.12 Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers are appointed by the President/ CEO, the President/ CEO shall also have the authority to fix such officers' salaries, if any. In all cases, any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation.

ARTICLE VIII COMMITTEES

Section 8.01 Board Committees. The Board may create one or more committees to serve at the pleasure of the Board. Committees may be advisory only, or the Board may delegate to any committee consisting only of two (2) or more Directors any of the authority of the Board, except with respect to:

(a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;

(d) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees having the authority of the Board;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee.

Section 8.02 Meetings and Action of Board Committees. Meetings and actions of Board standing committees shall be governed generally by, and held and taken in accordance with, the Brown Act and provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. The Board

may prescribe the manner in which proceedings of any committee shall be conducted, so long as such rules are consistent with these Bylaws and the Brown Act, if applicable. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each standing committee and shall be filed with the corporate records.

Section 8.03 Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. To the fullest extent permitted by law, the corporation may 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" shall have the same meaning herein as in Section 5238(a) of the Corporations Code.

Section 9.02 Other Indemnification. No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 9.03 Insurance. The 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 X RECORDS AND REPORTS

Section 10.01 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 standing committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law.

Section 10.02 Inspection. Every Director shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. 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 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable 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 the assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 10.04 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 deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

Section 10.05 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

ARTICLE XI OTHER PROVISIONS

Section 11.01 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and

any other person, when signed by the President/ CEO, Vice President, Secretary or Treasurer/ Chief Financial Officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 11.02 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit 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, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 11.03 Fiscal Year. The fiscal year of the corporation shall end on the last day of June of each year.

ARTICLE XII AMENDMENT OF BYLAWS

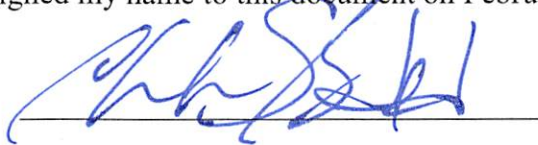
Section 12.01 Bylaw Amendments. The Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Directors then in office.

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CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of iLEAD California Charters 1, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation that were duly adopted by written consent of the corporation's Board of Directors on February 26, 2019.

IN WITNESS WHEREOF, I have signed my name to this document on February 26, 2019.



Cheri Bradford, Secretary
iLEAD California Charters 1