



BYLAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,

of

ENVISION EDUCATION, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office is fixed and located at: 111 Myrtle Street, Suite 203, Oakland, California, 94607.

Section 2. The Board of Directors (the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 3. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. MEMBERSHIP

Section 1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. 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 in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

Section 2. Number of Directors. The authorized number of directors shall be at least three (3) and no more than seventeen (17), unless the Chartering Authority decides to exercise its option to place a representative on the Board in accordance with Education Code § 47604(c). In such a case, the Board may be increased by an additional member if needed to maintain an odd number of Board members.

Section 3. Selection and Term of Office. Directors shall be appointed at the annual meeting. Board terms are for three (3) years. Board members are expected to serve at least one term. Board members may serve up to two (2) three-year terms. An additional term may occur as an exception, subject to approval by the board.

Section 4. Honorary Director. The Board may elect as an Honorary Director a former Director who served on the Board for at least nine years and/or a former Director who served as a Board Chair. Honorary Directors serve at the pleasure of the Board without term limits and are invited to participate in Board meetings and other Board functions without voting privileges.

Section 5. Restriction on Interested Persons as Directors. Except as provided below, 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. Employees may serve on the Board of Directors pursuant to Education Code section 47604.1(d). No more than 49% of the persons serving on the Board of Directors may be employees.

Section 6. Vacancies. 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 Chair of the Board, if any, the Vice Chair, the Secretary, Treasurer, 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 selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by appointment by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors be increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been 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.

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

Section 7. 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 8. Removal of Directors. Any director, except for the representative appointed by the chartering authority, 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 ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The representative designated by the chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority. Any vacancy caused by the removal of a director shall be filled as provided in Section 6.

Section 9. Place of Meeting. Meetings of the Board shall meet within the physical boundaries of the county in which the greatest number of pupils enrolled in those charter schools managed by that entity reside as has been designated from time to time by the Board 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 Brown Act. A two-way teleconference location shall be established at each schoolsite. The Board of Directors shall audio record, video record, or both, all the governing board meetings and post the recordings on each charter school's internet website.

Section 10. Annual Meeting. An annual meeting shall be held in Spring of each year for the purpose of organization, appointment of officers, appointing Directors, making and

receiving reports on corporate affairs, and transacting other business as comes before the Board. This meeting shall be held at a time, date, and place as specified and noticed by the Board of Directors in accordance with the Brown Act.

Section 11. Regular Meetings. As specified in the Envision Education charters, the Board shall meet at least six (6) times per year, as the Board determines. 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 12. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair or majority of the Board of Directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 13. 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 each director and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

- 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, the place 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 14. Quorum. A majority of the directors then in office constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 15 of this Article III. All acts or decisions for the Board will be by majority vote based upon the presence of quorum. Should there be fewer than a majority of the directors present at 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 15. 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 physical boundaries of the county in which the greatest number of pupils enrolled in those charter schools managed by that entity reside.;
- 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. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of such adjournment to another time or place shall be given prior to the time of the adjourned 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 17. Committees. The Board may appoint one or more committees, each consisting of two or more directors and no one who is not a director, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws;

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.

- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
- (d) The appointment of other committees of the Board or the members thereof;

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the directors then in office, provided a quorum is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

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 18. 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 19. Accordance with the Ralph M. Brown Act Gov. Code, Section 54950 et seq. When conducting business related to local school matters, the Board shall follow all procedures and regulations of the Ralph M. Brown Act, notwithstanding anything in the bylaws to the contrary.

Section 20. Compliance With Laws Governing Student Records. Envision Education, Inc. and its 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 IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a CEO, Chair, a Vice Chair, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Chairs or Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the CEO or Chair.

Section 2. Election. The officers of the corporation, excluding the CEO, shall be chosen for a two (2) year term on a biannual basis by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, subject to the rights of any officer under any employment contract, or until their respective successors shall be elected.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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

Section 4. 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 and not on an annual basis.

Section 5. The Chief Executive Officer. The Chief Executive Officer, also known as the CEO, 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 CEO shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 6. The Chair of the Board. The Chair of the Board shall preside at all meetings of the Board, shall be responsible for seeing that the lines of direction given by the Board are carried into effect, and for reporting to the Board on the conduct and management of the affairs of the schools.

Section 7. The Vice Chair. The Vice Chair shall preside at meetings of the Board in the temporary absence of the Chair. They shall have other powers and perform other duties as assigned by the Chair. If a vacancy exists in the office of the Chair, the Vice Chair shall succeed to the position of Chair until the next regular election of Officers.

Section 8. The Secretary. The Secretary or their designee 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 have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 9. The Treasurer. The Treasurer 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 Treasurer 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 Treasurer 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 or cause to be disbursed the corporation's funds as the Board of Directors may order; (c) render or cause to be rendered to the Chair of the Board, if any, and the Board, when requested, an account of all transactions and of the financial condition of the corporation.

ARTICLE V. 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 shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest). Pursuant to Education Code section 47604.1, notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 or Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing, or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

ARTICLE VI. 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 Envision Education, Inc. Conflict of Interest Code have been fulfilled.

ARTICLE VII. 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 the performance of their duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

ARTICLE VIII. OTHER PROVISIONS

Section 1. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 2. Amendments. These Bylaws may be amended or repealed by the approval of the 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 charters that created any of the Envision Education operated by the corporation, or make any provisions of the Bylaws inconsistent with those charters, or the Envision Education, Inc. Articles of Incorporation.

Section 3. Books and Records, Fiscal Year. The corporation's books and records, together with all of the documents and papers pertaining to the business of the corporation, shall be kept and maintained at the principal office of the corporation. The fiscal year of the corporation shall begin on July 1st and end on June 30th of each year.

ARTICLE IX. 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 X. LOCAL PARTNERSHIPS AND GOVERNANCE PROCEDURES

Section 1. Statement of intent regarding local schools operated under the authority of Envision Education, Inc. It is the intent of Envision Education, Inc. that local schools operating under the authority of Envision Education, Inc. be governed to the greatest extent possible by a Site Leadership Council duly formed at each school site, consistent with the provisions of the charter agreements between Envision Education, Inc. and local districts. The Site Leadership Council will operate in accordance with bylaws established by Envision Education for each site.

Section 2. Accordance with the Ralph M. Brown Act (Gov. Code, Section 54900 et seq.). The Site Leadership Councils at each local Envision school will conduct their affairs in accordance with the Ralph M. Brown Act.

ARTICLE XI. 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 XII. 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. 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 XIII. 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. The Corporation shall comply with Corporations Code section 6322.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of Envision Education, Inc. a California nonprofit public benefit corporation; and that the foregoing Bylaws, comprising fourteen (14) pages, constitute the current Bylaws of said corporation as duly adopted by the Board of Directors on _____ [date]; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

[Name], Secretary

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