

**BYLAWS OF
CALIFORNIA MONTESSORI PROJECT
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
OFFICES**

SECTION 1. CORPORATION NAME.

The name of this Corporation is California Montessori Project.

SECTION 2. PRINCIPAL OFFICE.

The principal office of the Corporation for the transaction of its business is hereby fixed and located in Sacramento County at 5330-A Gibbons Drive, Suite 700, Carmichael, CA 95608.

SECTION 3. OTHER OFFICES.

Branch or subordinate offices may at any time be established by the Board of Directors within the State of California, where it qualifies to conduct its business.

SECTION 4. CHANGE OF ADDRESS.

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

New Address Effective Date

5330-A Gibbons Dr, Ste 700, Carmichael, CA 95608
New Address

August 1, 2011
Effective Date

**ARTICLE II
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES.

The primary objectives and purposes of this Corporation shall be to manage, operate, guide, direct and promote California Montessori Project, and such other educational activities as the Board of Directors may define from time to time.

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) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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 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 III
DEDICATION OF ASSETS

SECTION 1. DEDICATION OF ASSETS.

This Corporation’s assets are irrevocably dedicated to charitable 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 non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE IV
CORPORATIONS WITHOUT MEMBERS

SECTION 1. CORPORATION WITHOUT MEMBERS.

This Corporation shall have no members within the meaning of the Non-Profit Corporation Law.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS.

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporations, Bylaws, or charters of the California public charter schools that are operated by the California Montessori Project, 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, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. SPECIFIC POWERS.

Without prejudice to the general powers set forth in Section 1 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a) Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require them security for faithful service.

- b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

- 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 forms of the seal.

SECTION 3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

The business and affairs of California Montessori Project, as they relate specifically to charter accountability and revision, appointment of the Superintendent, budget approval, and the school calendar, shall be managed under the direction of the Board of Directors. The Board of Directors delegates the management of the day-to-day operation of the business of California Montessori Project to the Superintendent.

SECTION 4. STANDARD OF CARE.

Each Board Member shall perform the duties of a Board Member, including the duties as a member of any committee of the Board of Directors upon which the Board member may serve, in good faith, in a manner such Board member believes to be in the best interests of California Montessori Project, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

SECTION 5. DESIGNATED DIRECTORS AND TERMS.

Effective February 11, 2019, the number of directors shall be no less than five (5) and no more than thirteen (13), unless changed by amendments to these Bylaws and charters. The Board shall be composed and selected as follows:

- One Public Member from the Community-At-Large
- One Charter School Representative
- Two Business Community Members
- One Montessori Representative

- Up to Four Parents (representing each of the four charters)
- Up to Four District Superintendents, or designees (one from each chartering authority)¹

Board Members representing the Authorizing Districts shall be appointed by the board of the chartering authority or superintendent of the chartering authority on an annual basis. The Board of the chartering authority or superintendent of the chartering authority shall submit a letter by June 1 making the chartering authority's appointment for the following school year. If no letter is received appointing a member to the Board of Directors, the representative will be deemed an advisor to the Board, and not a voting member of the Board of Directors. This status will be in effect for the duration of that school year, from July 1 to June 30.

The Parent Representatives (non-CMP employees) shall be voted on during a CMP network-wide election. If there is no candidate for a Parent Representative (per charter) seat, the Board may appoint a director to fill the seat for the term pursuant to Article 5, Section 8 of these Bylaws. The Parent Representatives shall serve three-year terms, with new terms beginning on July 1 of that year. Terms are staggered. No Parent Representative shall serve more than two (2) full consecutive terms of office. Parent Representatives shall be elected by an open vote held by the respective network communities between March 1 and May 31 except as otherwise specified herein. The logistics of the election process will be detailed in a separate policy.

A Parent Representative must be a parent/guardian of a currently enrolled student at the charter school they represent or a parent/guardian of a student who has graduated from the charter school that they represent. A parent/guardian of a child who is no longer enrolled at the charter school they seek to represent is not eligible to serve as a Parent Representative if their child did not graduate from the charter school. A Parent Representative may also not be a relative of anyone who is compensated and/or employed by CMP. If a Parent Representative is no longer a parent/guardian of a currently enrolled student at that charter or becomes a relative of anyone who is compensated and/or employed by CMP, the Representative is required to vacate the position and the position will be filled according to Article V, Section 9.

The Business Community Representatives and the Community-at-Large Representative may not be CMP employees. These Representatives shall be selected by a majority of the Board of Directors every third year. The Superintendent may propose the names of potential Montessori and Charter School Representatives to the Board for their consideration.

Each member of the Board of Directors, including a director appointed to fill a vacancy, shall hold office until the expiration of the term for which elected/appointed, and until a successor has been elected/appointed and qualified.

SECTION 6. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person currently 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

¹ Should a chartering authority choose to appoint a representative to sit on the Board of Directors, the Corporations Code requires that the chartering authority representative have full voting rights as a member of the Board of Directors. Alternatively, the chartering authority may appoint a representative that will not act as a director, but who will serve as a Board Advisor. The chartering authority must give appropriate notification to CMP of its decision to appoint a member of the Board of Directors (with full voting rights as required by law) in accordance with the corporate Bylaws.

otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

SECTION 7. DIRECTORS' TERM.

Each director, except for the representative designated by the chartering authority, shall hold office for three (3) years and until a successor director has been designated and qualified unless otherwise removed from office in accordance with these Bylaws. The representative designated by the chartering authority shall hold office for one (1) year. A director appointed to fill a vacancy shall hold office for the remainder of the term of the vacant seat and until a successor has been elected/appointed and qualified.

SECTION 8. NOMINATIONS BY COMMITTEE.

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

SECTION 9. VACANCIES FILLED BY BOARD.

Vacancies on the Board of Directors, except for a representative appointed by a chartering authority, may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the event of death, resignation, or removal of any Board Member, if the authorized number of Board Members is increased, or if the electors fail to elect a Board Member by the election deadline, or if a Board member no longer meets his/her qualifications for service as outlined in Article V, Section 5. 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 under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3.

SECTION 10. REMOVAL.

All Board Members may be removed, with or without cause, by the vote of the majority of the directors then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting is given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code)

("Brown Act"). Any vacancy caused by the removal of a director shall be filled as provided in Section 9 of this Article. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 11. RESIGNATION OF DIRECTORS.

Except as provided below, any director may resign by giving written notice to the Chair of the Board of Directors, if any, or to the President or the Secretary 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. A vacancy created by resignation shall be filled pursuant to Section 9 of this Article, according to the nature of the position. If a resignation is to become effective at a future time, a successor may be selected prior to the effective date of the resignation and shall take office on the date the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly appointed/elected director or directors.

SECTION 12. 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 pupils enrolled in a charter school operated by the Corporation reside. 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 and each resource center. The Board of Directors shall audio record, video record, or both, all the Board meetings and post the recordings on each charter school's internet website.

SECTION 1. MEETINGS; ANNUAL MEETINGS.

All meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act.

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. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

SECTION 14. REGULAR MEETINGS.

Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. At least 72 hours before a regular meeting, the Board, 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 15. SPECIAL MEETINGS.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board of Directors, if there is such an officer, or a majority of the Board. If a Chair of the School Governance Board has not been elected, then the Vice-Chair is authorized to call a special meeting in place of the Chair. The party calling a special meeting shall determine the place, date, and time thereof.

SECTION 16. 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.

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 directors are regularly held.

- a) 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.
- b) 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 17. QUORUM.

A majority of the directors, then in office shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present at any meeting at which there is a quorum, is an act or decision of the Board. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy. The vote or abstention of each director present for each action taken shall be publicly reported.

SECTION 18. TELECONFERENCE MEETINGS.²

Members of the Board of Directors may participate in meetings via teleconference 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 a charter school operated by the Corporation 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 agenda³;
- 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.⁴

SECTION 19. ADJOURNMENT.

A majority of the directors' present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time 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. CREATION OF POWERS OF COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two (2) 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 shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any

² 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).

³ 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.

⁴ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

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 or any committee of the Board;
- (b) Amend or repeal Bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal; or
- (d) Create any other committees of the Board or appoint the members of committees of the Board.

SECTION 21. MEETINGS AND ACTION OF COMMITTEES.

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

SECTION 22. NON-LIABILITY OF DIRECTORS.

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

SECTION 23. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.

The California Montessori Project 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.

SECTION 24. COMPLIANCE WITH CONFLICT OF INTEREST LAWS.

In addition to complying with the conflict of interest provisions applicable to nonprofit public benefit corporations as set forth in the Corporations Code, the California Montessori Project and its Board of Directors shall comply with Government Code section 1090, et seq., the conflict of interest provisions of the Political Reform Act ("PRA") as set forth in California Government Codes Section 87100 et seq. and any attendant regulations as they may be amended from time to time. The California Montessori Project shall comply with any other provisions governing conflicts of interest as outlined in the respective charters for each charter school.

SECTION 25. 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 have a material financial interest).

ARTICLE VI
OFFICERS

SECTION 1. OFFICERS.

The officers of this Corporation shall be a Chair of the Board, Vice Chair, President, Secretary, and Treasurer. The Corporation, at the Board’s direction, may also have one or more Vice-Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed these Bylaws.

SECTION 2. ELECTION.

The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors and shall serve at the pleasure of the Board.

SECTION 3. REMOVAL AND RESIGNATION OF OFFICERS.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority vote of the Board, at any regular or special meeting of the Board of Directors. 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 acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

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 the Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 5. CHAIR OF THE BOARD.

The Chair of the Board shall set the agenda and preside at the meetings of the Board of Directors, and shall exercise and perform such other duties as may be from time to time assigned by the Board.

SECTION 6. VICE-CHAIR.

If the Chair of the Board is absent or disabled, the Vice-Chair, if any, in order of their rank as fixed by the board, or, if not ranked, a Vice-Chair designated by the Board, shall perform all duties of the Chair of the Board. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair of the Board. The Vice-Chair shall have such other powers and perform such other duties as the Board or the Bylaws may require.

SECTION 7. PRESIDENT.

The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in an applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the Bylaws may require.

SECTION 8. 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, or committees of the Board. The minutes of meetings shall include the time and place the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of directors present at Board and committee meetings; and the vote or abstention of each director present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board of Directors that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or Bylaws may require.

SECTION 9. 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 the members and 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 (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse or cause to be disbursed the Corporation's funds as the Board may order; (iii) render to the President, Chair of the Board, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the board, contract, job specification, or the Bylaws may require.

If required by the board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

SECTION 10. 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 either the President or the Chair of the Board.

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

ARTICLE VIII
RECORDS – REPORTS – INSPECTION

SECTION 1. RECORDS.

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties, in accordance with generally accepted accounting principles. The Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

SECTION 2. INSPECTIONS AND REPORTS.

The Corporation mandates that annual audits of the financial and programmatic aspects of the charter schools operated by the California Montessori Project shall be conducted and these audits will be made available to the chartering authorities. The reports of these audits are to be made public to all interested parties. The report shall contain all the information set forth in Section 6321(a) of the California Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to the Board of Directors. The Corporation shall furnish annually to

the Board of Directors and shall make available to the public a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report.

SECTION 3. CONTRACTS.

To the extent consistent with the fiscal policies of the Corporation, the SPresident may enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Unless authorized by the Board of Directors or President, no officer, agent or employee shall have any agreement or authority to bind California Montessori Project by any contract for any purpose or in any amount.

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 shall authorize indemnification.

ARTICLE X
AMENDMENTS TO BYLAWS

SECTION 1. AMENDMENTS TO BYLAWS.

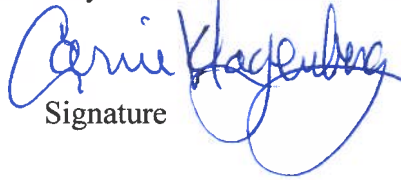
The Board of Directors may adopt, amend or repeal any of these Bylaws by a 2/3 majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the charters of the charter schools operated by the Corporation nor make any provision of these Bylaws inconsistent with those charters, the Corporations Code, the Corporation’s Articles of Incorporation or any laws.

**CERTIFICATE OF SECRETARY
OF CALIFORNIA MONTESSORI PROJECT**

A California Nonprofit Corporation

I hereby certify I am the duly elected and acting Secretary of the California Montessori Project, a California nonprofit public benefit corporation; and the foregoing amended Bylaws, comprising 14 pages, constitute the Bylaws of the Corporation as adopted by the Board of Directors on November 5, 2022; and that these bylaws have not been amended or modified since that date.

Carrie Klagenberg
Secretary



Signature

November 7, 2022

Dated

4889-7591-5052, v. 7