

STUDENT SUCCESS PROGRAMS

DBA – AUDEO CHARTER SCHOOL · THE CHARTER SCHOOL OF SAN DIEGO

(A California Non-Profit Public Benefit Corporation)

Len Hering *RADM, USN (ret)* – Chairman,
Scott Barton – Member, *David Crean* – Member, *Tim Morton* – Member, *Eric Schweinfurter* - Member

SPECIAL BOARD OF DIRECTORS MEETING

Thursday, May 18, 2023, 8:00 a.m.

Via Teleconference at

6965 El Camino Real, Suite D 202, Carlsbad, CA 92009, 25104 Creek Hollow Drive, Ramona, CA 92065
1063 Cactus Cut Rd, Middleburg, FL, 32068, 5183 Mercury Pt, San Diego, CA 92111

and at

Clairemont RC 4340 Genesee Avenue, Suite 109, SD 92117, College Avenue RC 4585 College Drive, Suite C, SD, 92111, Downtown RC 1095 K Street Suite A, SD 92101, Euclid RC 220 Euclid Avenue, SD 92114, Lake Murray RC 8776 Lake Murray Blvd., SD 92119, Mira Mesa RC 8290 B, Mira Mesa Blvd., SD 92126, North Park RC 2940 North Park Way, SD 92104, Northgate RC 4125 Alpha Street, Suite C, SD, 92133 Old Town, 2245 San Diego Avenue, Suite 115, SD 92110, Petco RC 1091 K Street, Suite A101, SD 92101, Point Loma RC 3145 Rosecrans Street, Suite D, SD 92110, Scripps Ranch RC 9910 Mira Mesa Blvd, Suite A2, SD 92131, Sorrento Mesa Office 10170 Huennekens Street, SD, 92121, Tierrasanta RC 10425 Tierrasanta Blvd, Suite 101, SD 92124, Woodman RC 2939 Alta View Drive, Suite B/C, SD 92139, and Kearny Mesa RC 7520 Mesa College Drive, SD 92111, K5 Home School Resource Center 10725 Tierrasanta Boulevard, CA 92124, La Jolla RC 7458 Girard Avenue, SD 92037, Mission Valley East RC 3230 Camino Del Rio North, SD 92108

Access to the live video conference will be accessible prior to the start of the meeting at

CSSD: <https://charterschool-sandiego.net/board-governance/>
Audeo: <https://www.audeocharterschool.net/board-of-directors/>

This agenda contains a brief, general description of each item to be considered.

Except as otherwise provided by law, no action shall be taken on any item not appearing in the following agenda.

1.0 OPEN SESSION

- 1.1 Call to Order
- 1.2 Roll Call
- 1.3 Establishment of Quorum
- 1.4 Pledge of Allegiance
- 1.5 Approval of Agenda *P.1-2*

2.0 PUBLIC COMMENT

Public comment for items of interest to the public and within the scope of Student Success Programs Board (non-agenda) shall be no longer than two (2) minutes. Public comment for agenda items shall be no longer than three (3) minutes. Speakers may not yield their time. In meetings held over Zoom, any person who wishes to make a comment on either non-agenda or agenda items shall use the “Raise Hand” feature of Zoom to notify the Board. In accordance with the Brown Act, no discussion or action may occur at this time, but it is the Board’s prerogative to respond or give direction to staff. All public comment will be heard at this point in the agenda as ordered below. Each agenda item being commented on will have a maximum of 20 minutes allotted and each non-agenda item will have a maximum of 10 minutes allotted. If necessary, the Board Chair may equivalently decrease the time for each speaker in order to stay within the allotted maximum.

- 2.1 Non-Agenda Public Comment
- 2.2 Agenda Public Comment

3.0 CLOSED SESSION

- 3.1 Board Chairman Announcement Regarding Closed Session Items

3.2 Public Comment on Closed Session Items

MOVE TO CLOSED SESSION

- 3.2.1** Conference With Legal Counsel—Anticipated Litigation
Significant Exposure to Litigation Pursuant to Paragraph (2) or (3) of Subdivision (d) of section 54956.9: (one case)

4.0 RETURN TO OPEN SESSION

- 4.1** Report out of action taken in closed session, if any.

5.0 ADMINISTRATIVE ITEMS

- 5.1** Consider Approval of Resolution Approving Restated Amended Articles of Incorporation [P.3-7](#)
5.2 Consider Approval of Resolution Approving Amended Bylaws [P.8-23](#)

6.0 BOARD ANNOUNCEMENTS AND COMMENTS

From time to time, the Board has topics of interest that they would like to share with the community. These are informational in nature and do not require action.

7.0 ADJOURNMENT

Next Regular Board Meeting: Thursday, June 22, 2023, 4:30 p.m.

Meeting Agenda available at:

www.charterschool-sandiego.net, www.audeocharterschool.net

Accommodation -- Student Success Programs, Inc. (School's), does not discriminate on the basis of disability in the admission or access to, or treatment or employment in, its programs or activities. Angela Neri, has been designated to receive requests for disability-related modifications or accommodations in order to enable individuals with disabilities to participate in School's open and public meetings. Please notify Angela Neri at (858) 678-2020 twenty-four (24) hours or more prior to disability accommodations being needed in order to participate in the meeting. Translation services are available by notifying Angela Neri at (858) 678-2045 twenty-four (24) hours or more prior to the board meeting. In compliance with Government Code Section 54957.5, non-exempt writings that are distributed to a majority or all of the board in advance of a meeting may be viewed at 10170 Huennekens Street, San Diego, CA 92121; or at the scheduled meeting. In addition, if you would like a copy of any record related to an item on the agenda, please contact Angela Neri (858) 678 -2020.

Certification of Posting

I, Angela Neri, hereby certify that this agenda is posted at the Student Success Programs Resource Centers and Offices noted on this agenda and has been posted on the Audeo Charter School and The Charter School of San Diego webpage on May 15, 2023.

STUDENT SUCCESS PROGRAMS

RESOLUTION APPROVING RESTATED ARTICLES OF INCORPORATION

WHEREAS, Student Success Programs (“SSP”) is a California nonprofit public benefit corporation operating California public charter schools, as authorized by California Education Code section 47604; and

WHEREAS, SSP seeks to change its corporate name to Altus Schools San Diego and change the names of the charter schools operated by the Corporation; and

WHEREAS, Restated Articles of Incorporation have been drafted changing the corporate name to Altus Schools San Diego and eliminating reference to the Charter School of San Diego in anticipation of changing the charter school’s name.

THEREFORE, IT IS RESOLVED that Board of Directors approves of the Restated Articles of Incorporation (attached hereto as Exhibit “A”)

PASSED AND ADOPTED by the Board of Directors at a regular meeting held on _____, by the following vote:

Ayes:

Nos:

Abstentions:

Len Hering, Chair of the Board

Date

* * * *

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Student Success Programs, a California nonprofit public benefit corporation; that this resolution is true and correct as written and was duly adopted by the Board at a regular meeting held on _____.

Angela Reyes Neri, Secretary

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of Student Success Programs, a California nonprofit public benefit corporation, with California Entity Number 2294758 (the “Corporation”).
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation is Altus Schools San Diego.

ARTICLE II

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this Corporation are:

- (1) to manage, operate, guide, direct and promote one or more California public charter schools (“Related Public Charter Schools”) as may be established to provide public education based on the Altus Model;
- (2) to manage, enhance, improve, disseminate, administer, guide and direct the Altus Model and its use by Related Public Charter Schools;
- (3) to establish, manage, administer, guide and direct such other educational programs including without limitation, preschools, elementary, middle schools, secondary, alternative schools or community programs;
- (4) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public, as may be proper in connection with this Corporation’s general and specific purposes.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3)

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

ARTICLE III

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

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

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

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

ARTICLE IV

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

ARTICLE V

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational or charitable purposes meeting the requirements of Revenue and Taxation Code section 214 and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue

Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

3. The foregoing amendment to and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

Len Hering, Chair of the Board

Angela Reyes Neri, Secretary

STUDENT SUCCESS PROGRAMS

RESOLUTION APPROVING AMENDED BYLAWS

WHEREAS, Student Success Programs (“SSP”) is a California nonprofit public benefit corporation operating California public charter schools, as authorized by California Education Code section 47604; and

WHEREAS, SSP seeks to change its corporate name to Altus Schools San Diego and change the names of the charter schools operated by the Corporation; and

WHEREAS, the current Bylaws were revised changing the corporate name to Altus Schools San Diego, eliminating reference to the Charter School of San Diego in anticipation of changing the charter school’s name and making minimal legal updates.

THEREFORE, IT IS RESOLVED that Board of Directors approves of the amended Bylaws (attached hereto as Exhibit “B”)

PASSED AND ADOPTED by the Board of Directors at a regular meeting held on _____, by the following vote:

Ayes:

Nos:

Abstentions:

Len Hering, Chair of the Board

Date

* * * *

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Student Success Programs, a California nonprofit public benefit corporation; that this resolution is true and correct as written and was duly adopted by the Board at a regular meeting held on _____.

Angela Reyes Neri, Secretary

EXHIBIT B

BYLAWS
OF
STUDENT SUCCESS PROGRAMS/ALTUS SCHOOLS SAN DIEGO
A California Nonprofit Public Benefit Corporation

ARTICLE 1
OFFICES

Section 1.1 Principal Office. The Corporation’s principal office shall be fixed and located at 10170 Huennekens Street, San Diego, California. The Board of Directors (“Board”) is granted full power and authority to change the principal office from one location to another within the State of California.

Section 1.2 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 2
PURPOSES

Section 2.1 Description In Articles. The Corporation’s specific and general purposes are described in its Articles of Incorporation.

ARTICLE 3
CORPORATION WITHOUT MEMBERS

Section 3.1 Corporation Without Members. The Corporation shall have no members within the meaning of the Nonprofit Corporation Law.

ARTICLE 4
DIRECTORS

Section 4.1 Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, and such local public agency laws as may be applicable to the Corporation, 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), to a management company, or to 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. 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 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; and to require from them security for faithful service;

b. To conduct, manage, and control the Corporation's affairs and activities, and to make such rules and regulations therefor as are consistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best;

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

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

e. To carry on a business at a profit and apply any profit that results from such business activity to any activity that it may lawfully engage in;

f. 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;

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 assume any obligations, 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;

i. To establish and approve all major educational and operational policies;

j. To approve the Corporation's annual budget and business plan;

k. To receive funds for the operation of the charter schools operated by the Corporation ("Schools" or individually "School") in accordance with the charter school law;

l. To solicit and receive grants and donations consistent with the mission of the Schools; and

m. To carry out such duties as are described in the Charter of any Schools approved by chartering authority under the Charter Schools Act of 1992. (Education Code Section 47600 et seq.)

No assignment, referral, or delegation of authority by the Board, or anyone else, shall preclude the Board from exercising the authority required to meet its responsibility for conducting the Corporation's activities and the Board shall retain the right to rescind any such delegation.

Section 4.2 Number and Appointment of Directors.

a. The authorized number of Directors shall be not less than five (5) or more than eleven (11), unless changed by a duly adopted amendment to this provision. The exact number of Directors shall be fixed within these limits by a Resolution of the Board. If the chartering authority appoints a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members.

b. Directors, except for the representative designated by the chartering authority, shall be nominated and appointed by a majority of Directors then in office at an annual meeting of the Board. Directors shall take office at the annual meeting at which appointed.

c. PARENT REPRESENTATIVE. For so long as the Corporation operates one (1) or more duly authorized California charter schools, the existing Board of Directors shall appoint a Parent Representative to the Board of Directors from a list of qualified candidates. The Parent Representative shall be qualified according to the policies of the Corporation and must have a primary caregiver relationship to a student enrolled in a School. Should the Parent Representative cease to have a student enrolled in a School, the Parent Representative's seat will be deemed vacated. Should no qualified applicants apply, the Board of Directors shall leave the Parent Representative seat vacant until a qualified applicant applies and is appointed.

Section 4.3 Qualifications of Directors. The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the Schools and a dedication to its educational endeavors, and as otherwise determined by the Corporation's policies. The Board shall endeavor to draw Directors from the business community and the larger San Diego community.

Section 4.4 Terms of Office. Except as otherwise provided below, each Director shall hold office for a term of two (2) years. Directors may serve three (3) consecutive terms. Thereafter, Directors may serve additional terms after a break in service for at least one (1) year; provided that a Director that has served three (3) consecutive terms may be appointed to serve additional terms, without a break in service, if the Board determines that such additional terms are essential to the continuity of Board management and affairs. Notwithstanding the foregoing, the Parent Representative shall hold office only so long as they have a primary caregiver relationship to a student enrolled in a School, but in no instance for more than two (2) years.

Section 4.5 Resignation and Removal. 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 and Chief Executive Officer, 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 appointed before such time, to take office when the resignation

becomes effective.

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 such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation (“Brown Act”). 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 4.6.

Section 4.6 Vacancies. 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. In addition to the above, the Parent Representative seat shall also be considered vacant should the current Parent Representative cease to have a primary caregiver relationship to a student enrolled in a School.

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 in the Board, except for the representative appointed by the chartering authority, shall be filled by the vote of a majority of Directors then in office. 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 in the seat of the representative of the chartering authority shall be filled by the chartering authority.

Section 4.7 Place of Meetings. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act and Education Code Section 47604.1.

Section 4.8 Meetings; Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business. Such meeting shall be held at such a time, date, and place as may be specified and noticed by the Board. All meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act.

Section 4.9 Regular Meetings. Regular meetings of the Board, including the annual meeting, shall be held at least four (4) times per year on such dates and at such times and places as may be fixed from time-to-time by the Board. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 4.10 Special Meetings. Special meetings of the Board for any purpose(s) may be

called at any time by the Chair of the Board, or a majority of the Board of Directors. If a Chair of the Board has not been elected then the President and Chief Executive Officer is authorized to call a special meeting in place of the Chair of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 4.11 In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each director at the director's address (or telephone or facsimile number, or electronic mail address, as applicable) 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 (or telephone or facsimile number, or electronic mail address, as applicable) 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.
- 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.

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 4.12 Quorum. A majority of the Directors then in office shall constitute a quorum, and every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board. 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. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 4.13 Teleconference Meeting¹. Members of the Board of Directors may participate

¹ Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the

in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the greatest number of pupils enrolled in the Schools 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 agenda²;
- 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 call³

Section 4.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of any 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.

Section 4.15 Rights of Inspection. Subject to applicable federal and state laws regarding pupil confidentiality, every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the Corporation's physical properties.

Section 4.16 Fees and Compensation. Directors shall not receive any compensation for their service; however, 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.

certain requirements of paragraphs (a.), (c), and through (d) if the Corporation complies with the requirements of Section 54953(e). Section 54953 (e) shall remain in effect until January 1, 2024, unless this termination date is otherwise legislatively extended.

² This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

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

Section 4.17 Restriction on Interested Directors. No persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; 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 any such person.

Section 4.18 Standard of Care.

a. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the Corporation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

b. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more of the Corporation's officers or employees whom the Director believes to be reliable and competent in the matters presented;
2. Legal counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
3. A committee upon which the Director does not serve that is composed exclusively of any or any combination of directors, persons described in paragraphs 1. and 2. as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 4.19 Property Rights. No Director shall have any right or interest in any of the Corporation's property or assets.

Section 4.20 Non-liability of Directors. No Director shall be personally liable for the Corporation's debts, liabilities, or obligations.

Section 4.21 General Public Agency Prohibitions Governing Certain Transactions. Notwithstanding the foregoing Sections, nothing in this Article 4 shall be construed to authorize any transaction otherwise prohibited by California Government Code Section 81000 et seq., Government Code Section 1090 as modified by Education Code Section 47604.1, or other applicable laws.

ARTICLE 5
OFFICERS

Section 5.1 Officers. The officers of the Corporation shall be a President and Chief

Executive Officer, Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a Chair of the Board, one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President and Chief Executive Officer or the Chair of the Board.

Section 5.2 Election. The Corporation's officers, except the President and Chief Executive Officer, shall be chosen at the annual meeting 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, or until their respective successors shall be elected. The President and Chief Executive Officer shall hold office for a term of three (3) years, and shall be elected at an annual meeting of the Board.

Section 5.3 Removal. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 5.4 Resignation. 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 5.5 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 5.6 Chair of the Board. If a Chair of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 5.7 President and Chief Executive Officer. The President and Chief Executive Officer is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Corporation, including but limited to, hiring, supervision and evaluation of employee, contract approval, supervising fiscal affairs, and effectuating the corporate purposes etc. unless otherwise limited by the policies of the Corporation. In the absence of the Chair of the Board, or if there is no Chair of the Board, the President and Chief Executive Officer shall preside at the meetings of the Board. The President and Chief Executive Officer has the general powers and duties of management usually vested in the office of president and such other powers and duties as may be prescribed from time to time by the Board.

The President and Chief Executive Officer shall also be responsible for creating an annual

business plan and submitting it to the Board for approval. The President and Chief Executive Officer shall participate in the recruitment of the Corporation's staff and the creation of the education plan for each School.

Section 5.8 Vice President. In the absence or disability of the president/chief executive officer, a vice president shall perform all the duties of the President and Chief Executive Officer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President and Chief Executive Officer. A vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 5.9 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 directors present and absent, the vote or abstention of each Board member present for each action taken 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 members 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/controller. 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 5.10 Chief Financial Officer. The 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 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 depositaries as may be designated from time to time by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the President and Chief Executive Officer and directors, upon request, an account of all transactions as Chief Financial Officer and of the Corporation's financial condition. The Chief Financial Officer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE 6 COMMITTEES

Section 6.1 Board Committees. The Board may, by resolution, create one or more standing or *ad hoc* committees, each consisting of at least two (2) members of the Board, and no one who is not a director, to serve at the Board's pleasure. Appointments to such Board committees shall be by majority vote of the directors then in office, and the presidents of such Board committees shall be appointed by the President and Chief Executive Officer. Unless otherwise provided in these Bylaws or by the laws of the State of California, each committee shall have all of the Board's authority to the extent delegated by the Board, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or on any committee that has the authority of the Board;
- b. Amend or repeal Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable; or
- d. Appoint any other committees of the Board or the members thereof;

Section 6.2 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed by, and held and taken in accordance with, the provisions of Article 4 of these Bylaws concerning meetings of the Board, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of Board committees shall also be given to any and all alternate members who shall have the right to attend all meetings of the committee. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

Section 6.3 Other Committees. The President and Chief Executive Officer, subject to the limitations imposed by the Board, or the Board itself, may create other committees, either standing or special, to serve the Board that do not have the Board's powers. The President and Chief Executive Officer, with the approval of the Board, shall appoint members to serve on such committees, and shall designate presidents for such committees. If a director is on a committee, he or she shall be the president of that committee. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member shall sooner resign or be removed from the committee.

Meetings of a committee may be called by the President and Chief Executive Officer, the president of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time

and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

Any member of a committee may resign at any time by giving written notice to the president of the committee or to the President and Chief Executive Officer. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The President and Chief Executive Officer may, with prior approval of the Board, remove any appointed member of a committee.

A vacancy in any committee or any increase in the membership thereof shall be filled for the unexpired portion of the term by the President and Chief Executive Officer with approval of the Board.

ARTICLE 7 CONTRACTS WITH DIRECTORS

Section 7.1 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 the Corporation's directors are directors and have a material financial interest).

Section 7.2 Corporate Loans and Advances. The Corporation shall not make any loan of 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 or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation or any subsidiary.

Section 7.3 Annual Statement of Certain Transactions. The Corporation shall comply with Section 6322 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 8 OTHER PROVISIONS

Section 8.1 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 and Chief Executive Officer or vice president and the secretary or treasurer/controller 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 8.2 Checks. Drafts. etc. All of the Corporation's checks, drafts, or other evidences of indebtedness, and all securities owned or held by it that are subject to transfer, shall be signed by two (2) officers, which signatures shall be garnered in compliance with such other requirements as the Board from time-to-time may require.

Section 8.3 Annual Report. The Corporation shall provide to the directors and such other persons designated by the Board, within 120 days after the close of its fiscal year, 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.

Section 8.4 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.

Section 8.5 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. Words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires. The captions and headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

Section 8.6 Fiscal Year. The fiscal year of the Corporation shall end on the last day of June of each year.

Section 8.7 Robert's Rules of Order. Except to the extent otherwise provided in these Bylaws and to the extent consistent with applicable law, the Corporation's meetings shall be conducted and governed by the parliamentary procedures set forth in Robert's Rules of Order.

Section 8.8 Termination and Dissolution. This Corporation shall exist only so long as is necessary to accomplish its general and specific purposes. Once the Board determines that the Corporation's purposes have been fulfilled, it shall immediately resolve to terminate and dissolve

the Corporation in accordance with applicable law and the Corporation's Articles of Incorporation.

ARTICLE 9
INDEMNIFICATION AND INSURANCE

Section 9.1 Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c) the approval of such indemnification may be made by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense whether or not such application by the agent attorney or other person is opposed by this Corporation.

ARTICLE 10
AMENDMENTS

Section 10.1 Bylaws. These Bylaws will be reviewed not less often than once every four (4) years and documented as to date of review.

Section 10.2 Effective Date. These Bylaws shall become effective immediately upon their adoption.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of ~~Student Success Programs~~Altus Schools San Diego, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 14 pages (including this page), constitute the Bylaws of said Corporation were duly adopted at a meeting of the Corporation's Board of Directors held on _____ and that these bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Corporation to this certificate on _____, ~~2020~~2023

Angela Reyes Neri, Secretary