

**BYLAWS
OF
VOICES COLLEGE-BOUND LANGUAGE ACADEMIES
(A California Non-Profit Public Benefit Corporation)**

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is **Voices College-Bound Language Academies**.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is located at 6840 Via Del Oro, Suite 160, San Jose, CA 95119. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote one or more California public charter schools.

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 part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise warrants, the general provisions, rule of construction, and definitions in the California Non-Profit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the

plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation, charter school, 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 VI CORPORATION WITHOUT MEMBERS

Section 1. CORPORATION WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the California Non-Profit Public Benefit Corporation Law.

ARTICLE VII 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 this corporation’s articles of incorporation or bylaws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (also known as 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:

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 from them security for faithful service.

- a. Change the principal office or the principal business office in California from one location to another.
- b. 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.
- c. Adopt and use a corporate seal and alter the form of the seal.
- d. Adopt, implement and interpret policy.

- e. Oversee the implementation of the Charter components.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than five (5) directors and no more than eleven (11) directors, unless changed by amendment to these bylaws. The purpose of the Board is to assume responsibility for the governance of the Voices College-Bound Language Academies. The Board shall include representatives and members of the community, and at least two (2) seats shall be reserved for parents of current students at a charter school operated by the Corporation. The Corporation will seek to ensure that the directors represent a broad area of expertise and a broad cross-section of the school communities and community-at-large, including financial expertise, community and educational leadership, real estate, law, educational pedagogy, public accountability, business, and philanthropy.

All directors shall have full voting rights, including any representative appointed by the charter school authorizer as consistent with Education Code Section 47604(c). Each charter authorizer may appoint one (1) director. If the charter authorizer appoints a representative to serve on the Board of Directors, the Corporation may appoint additional directors to ensure an odd number of Board members. In the event that one or more charter authorizer fails to appoint a representative, in any year, on or before April 15 of such year, then the Board may appoint an additional director to fill that seat. Except for the authorizer appointed representatives, all directors shall be designated by the existing Board of Directors.

Except for the initial Board of Directors and the director(s) appointed by the charter school authorizer(s), the term of office for members of the Board of Directors shall be three (3) years, unless vacated or removed pursuant to Section 6 of these bylaws, and until a successor director has been designated and qualified. Insofar as possible, directors' terms shall be staggered. All terms shall commence on July 1 and shall expire on June 30 of the year marking the end of the term of office.

Section 4. LIMIT ON CONSECUTIVE TERMS. No Director shall serve more than two (2) consecutive terms.

Section 5. 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 being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. The Board may adopt other policies circumscribing potential conflicts of interest. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 6. EVENTS CAUSING VACANCIES ON BOARD & REMOVAL OF DIRECTORS. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3; and (c) the increase of the authorized number of directors. Such vacancies shall be filled pursuant to Section 9 below.

Any director, except for the representative appointed by the charter authorizer, 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. (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"). Reasons for removal of directors may include, but are not limited to the following: lack of responsible or active participation; lack of commitment to the charter school(s)' mission, vision and values; lack of readiness to participate as an active learner in the school community. The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a director shall be filled as provided in Section 9.

Section 7. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the President or the Secretary of the corporation. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 8. 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 9. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors, except for the representative appointed by the charter authorizer(s), 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 charter authorizer shall be filled by the charter authorizer.

Section 10. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 11. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the corporation unless the Board of Directors designates another location in accordance with these bylaws. The Board may also designate that a meeting be held at any place within the boundaries of the county in which the greatest number of pupils enrolled in those charter schools managed 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 school-site and each resource center

Section 12. 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 shall participate in the teleconference meeting from any place within the boundaries of the county in which the greatest number of pupils enrolled in those charter schools managed by the Corporation

reside.

- b. All votes taken during a teleconference meeting shall be by roll call.
- c. If the Board elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting.
- d. All locations where a member of the Board 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 directly at each teleconference location.
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 13. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors shall be called, noticed, held and conducted in accordance with the terms and provisions of the Brown Act. The Board of Directors 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 of Directors. The Board of Directors shall make any additional adjustment to its meeting schedule as may be necessary in order to comply with LCAP review requirements set forth in Education Code Section 47606.5. 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 15. AUTHORITY TO CALL SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board or a majority of the Board of Directors. If a Chairperson of the Board has not been elected then the Vice-Chairperson is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 16. NOTICE OF SPECIAL MEETING. 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 as it is shown on the records of the Corporation, or as may have been given to the

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.

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.

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. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

Section 18. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, in his or her absence, the Vice-Chairperson of the corporation or in his or her absence, by an acting Chairperson designated by the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 19. ACTION BY THE BOARD OF DIRECTORS. No action shall be taken (as "action taken" is defined in Section 54952.6 of the Government Code) by the Board of Directors in violation of the Brown Act or other applicable laws and regulations.

Section 20. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Adjournment shall comply with the Brown Act. 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 21. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers. Directors may receive 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 22. CREATION AND POWERS OF COMMITTEES. The Board, by resolution

adopted by a majority of the directors then in office, may create one or more limited duration committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Fill vacancies on the Board of Directors or any committee of the Board;
- 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 subject to repeal; or
- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board.

The Board may 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 23. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, 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 of Directors has not adopted rules, the committee may do so.

Section 24. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 25. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a President, who shall be known as the "Executive Director", a Secretary, and a Treasurer. The Corporation, at the Board's direction, may also designate from time to time, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed under Article VIII, Section 8 of these bylaws. The Corporation, at the Board's direction, may also have a Chairperson of the Board and a Vice-Chairperson. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification. The President shall not also be a Board member.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasure may serve concurrently as the Executive Director or Chairperson of the Board.

Section 3. PRESIDENT. Subject to the control of the Board, the President, also known as the Executive Director, 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 Executive Director shall have such other powers and duties as the board of directors or the bylaws may require.

Without prejudice to the general powers and duties set forth in this Section, the duties of the Executive Director shall include the following:

- a) The Executive Director shall carry out the policies of the Corporation and the decisions of the Board of Directors.
- b) He or she shall propose policies for adoption by the Board and provide comments and recommendations regarding policies presented by others to the Board.
- c) He or she shall be expected to anticipate the developing needs of the Corporations' charter schools, and the community, both short- and long-term, and to interpret those needs and changes for the Board.
- d) He or she shall be responsible for keeping the Board well informed on all matters pertaining to the Corporation at all times.
- e) The Executive Director or his/her designee shall be a member of all advisory committees related to the charter school(s).
- f) At each regular meeting of the Board of Directors, the Executive Director shall make a report of the Corporation and its activities.
- g) The Executive Director shall be responsible for coordinating the screening, interviewing and hiring of the full-time teaching faculty, part-time teachers, and all staff; setting salaries within the minimum and maximum limits established by the Board of Directors; and shall conduct or cause to be conducted annual reviews of all personnel.
- h) The Executive Director shall be responsible for all required reporting to the charter authorizer(s), county office(s) of education, and the California Department of Education. Except as otherwise expressly provided by law, by the Articles of Incorporation, by these Bylaws, or by the charter school(s)'s charter, the Executive Director shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- i) The Executive Director shall carry out the duties of the position consistent with the mission and vision of the charter school(s), and shall lead by example in implementing the various principles enunciated in the Bylaws and the Charter.

Section 4. SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board of directors may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given and the names of persons present at board of directors and committee meetings; and the vote or abstention of each board member present for each action taken.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, 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 5. TREASURER. The Treasurer, also known as the Chief Financial Officer, 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 work with the Executive Director and send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

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 of directors may designate; (ii) disburse the corporation's funds as the board of directors may order; (iii) render to the president 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.

The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of directors.

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 of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of 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 6. CHAIRPERSON OF THE BOARD. The Corporation, at the Board's direction, may also have a Chairperson of the Board and a Vice-Chairperson. If a Chairperson 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. If a Chairperson of the Board of Directors is elected, there shall also be a Vice-Chairperson of the Board of Directors. In the absence of the Chairperson, the Vice-Chairperson shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 7. ELECTION OF OFFICERS. The officers of this corporation, except any appointed under Article VIII, Section 8 of these bylaws, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 8. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint or authorize the Executive Director, or another officer to appoint any other officers that the corporation

may require. Each appointed officer shall have the title and authority hold office for the specified period, and perform the duties specified in the bylaws or established by the Board.

Section 9. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 10. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 11. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

ARTICLE IX 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 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).

ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Voices College-Bound Language Academies Conflict of Interest Policy have been fulfilled.

ARTICLE XI INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, 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 these bylaws, 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 XII INSURANCE

Section 1. INSURANCE. This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XIII 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 its board and committees of the board; and
- (c) Such reports and records as required by law.

ARTICLE XIV 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 and physical properties as permitted by California and federal law. The inspection shall be made in person. 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 pertaining to access to books, records, and documents.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This corporation shall keep at its principal 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 Board of Directors at all reasonable times.

ARTICLE XV REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (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 annual audit prepared by a CPA.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (b)
 - (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.
 - (3) The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- (c) The amount and circumstances of any indemnifications aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article XI of these Bylaws.

ARTICLE XVI AMENDMENT OF BYLAWS

Section 1. AMENDMENT OF BYLAWS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall make any provisions of these Bylaws inconsistent with the Corporation's Articles of Incorporation, or any laws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the **Voices College-Bound Language Academies**, a California non-profit public benefit corporation; that these bylaws, consisting of fifteen (15) pages, are the bylaws of this corporation as adopted by the Board of Directors on December 12, 2019; and that these bylaws have not been amended or modified since that date.

Executed on 12/12/19 at San Jose, California.

 _____, Secretary