

BYLAWS OF BIRMINGHAM COMMUNITY CHARTER HIGH SCHOOL

(A California Nonprofit Public Benefit Corporation)

ARTICLE I NAME

Section 1. NAME. The name of this corporation is Birmingham Community Charter High School (the "Corporation").

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 the Corporation is 17000 Haynes Street, Lake Balboa, California 91406. The Board of Directors of Birmingham Community Charter High School (the "Board") may change the location of the principal office. Any change shall be reflected in the corporate records and these Bylaws, as appropriate.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board may establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities and where such offices are consistent with the Charter and applicable law.

ARTICLE III GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct, and promote Birmingham Community Charter High School (the "Charter School" or "BCCHS"), a California public charter school. In furtherance of these purposes, the Corporation shall not, except to an insubstantial degree, engage in activities or exercise powers that do not further the purposes of the Corporation.

The Corporation shall not carry on any 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) 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 carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, except as otherwise permitted by law.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. The singular includes the plural and the plural includes the singular. The term "person" includes both a legal entity and a natural person. References to statutes include those statutes as amended or renumbered from time to time, unless the context requires otherwise.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. The Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School's Charter. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. Upon the dissolution or final liquidation of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to another public school that meets the requirements of Section III.A of IRS Notice 2015-07, or shall be distributed to the State of California, a political subdivision of the State, or an agency or instrumentality of the State or of a political subdivision of the State.

ARTICLE VI CORPORATION WITHOUT MEMBERS

Section 1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. The Board may, in its discretion, admit individuals to one or more classes of nonvoting members, with such rights and obligations as the Board determines appropriate and as permitted by law.

ARTICLE VII BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the California Nonprofit Public Benefit Corporation Law, the California Charter Schools Act, the Charter, the Articles of Incorporation, these Bylaws, and other applicable law, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the ultimate direction of the Board. The Board may delegate management responsibilities to officers, employees, contractors, or committees to the extent permitted by law, but the Board shall retain ultimate responsibility for the governance of the Corporation and operation of the Charter School.

Section 2. SPECIFIC POWERS. Without limiting the general powers set forth above, and subject to applicable law, the Board may:

- a. Appoint and remove corporate officers, agents, and employees; prescribe powers and duties consistent with law, the Charter, the Articles of Incorporation, and these Bylaws; fix compensation; and require security for faithful service when appropriate.
- b. Change the principal office or other business offices; qualify the Corporation to conduct activities where legally permitted; and designate lawful locations for meetings.
- c. Borrow money and incur indebtedness on behalf of the Corporation and authorize instruments evidencing such obligations, including promissory notes, bonds, deeds of trust, mortgages, pledges, and other lawful evidences of debt.
- d. Adopt and use a corporate seal and take other actions necessary or convenient to conduct the lawful affairs of the Corporation.

Section 3. DESIGNATED DIRECTORS; BOARD COMPOSITION; QUALIFICATIONS.

The Board shall consist of no fewer than five (5) and no more than fifteen (15) directors. Within that authorized range, the Board shall include the following categories of directors:

- Four (4) certificated staff representatives;
- One (1) non-certificated staff representative;

- One (1) Parent Representative;
- At least five (5) and no more than nine (9) At-Large Representatives from the BCCHS community, provided that the total number of directors shall never exceed fifteen (15); and
- One (1) representative appointed by the chartering authority if the chartering authority exercises its right to appoint a representative pursuant to Education Code section 47604(c).

If the chartering authority appoints a representative, the number of At-Large Representatives shall be adjusted as necessary so that the total number of directors does not exceed fifteen (15). The Board may also adjust the number of At-Large positions within the authorized range to maintain an odd number of voting directors when practicable, so long as the composition remains consistent with the Charter and applicable law.

In addition to the number of directors otherwise prescribed by these Bylaws, the Board may also include a pupil member pursuant to Education Code section 47604.2, with limited voting rights set by statute. In the event that a pupil member is not selected pursuant to section 47604.2, to ensure student voice in Board deliberations, the Board President shall appoint the Student Body President, or another currently enrolled BCCHS student designated in accordance with school procedures, to serve as the non-voting Student Board Representative. The Student Board Representative is an advisor, is not a corporate director, has no voting authority, and is not counted in determining the number of directors or a quorum.

Certificated Staff Representative Qualifications. Each certificated staff representative shall:

- Be a currently employed member of the teachers' bargaining unit at BCCHS with permanent status;
- Not simultaneously serve as a Department Chair or Lead Teacher;
- Not simultaneously serve as the faculty bargaining unit representative;
- Comply with the limitation that no more than one member of the same academic department may hold a certificated staff Board seat at the same time. If two or more members of the same department compete for a seat, the individual receiving the most votes shall be selected; and If teaching in more than one department, be considered to represent the department in which the teacher teaches the greatest number of hours.

Non-Certificated Staff Representative Qualification. The non-certificated staff representative must be currently employed by BCCHS.

Parent Representative Qualifications. The Parent Representative must be the parent or legal guardian of a student currently enrolled at BCCHS and must not be employed by BCCHS.

At-Large Representative Qualifications. Each At-Large Representative:

- Must not be an interested person within the meaning of Article VII, Section 4; and
- Must satisfy at least one of the following criteria:
 - (1) A community member with direct familiarity with BCCHS, its history, and its goals, which may include a former parent, student, or employee;
 - (2) A former educator with direct familiarity with BCCHS, its history, and its goals; or

- (3) A person with relevant expertise, including law, finance, facilities, fundraising, business, government, education, or another field that supports the governance of the Charter School.

An At-Large Representative is not required to reside within the former Birmingham High School attendance area.

Chartering Authority Representative. A representative appointed by the chartering authority shall serve pursuant to Education Code section 47604(c) and the appointment of the chartering authority. The chartering authority may replace its representative in accordance with its own lawful procedures.

Section 4. RESTRICTION ON INTERESTED PERSONS; CONFLICTS OF INTEREST.

No more than forty-nine percent (49%) of the persons serving as directors may be "interested persons" within the meaning of Corporations Code section 5227. For purposes of this limitation, an interested person includes a person currently being compensated by the Corporation for services rendered within the previous twelve (12) months, and the family relationships identified in Corporations Code section 5227.

Consistent with Education Code section 47604.1(d), a BCCHS employee shall not be disqualified from serving on the Board solely because of the employee's employment status. A director who is also a BCCHS employee shall abstain from voting on, or influencing or attempting to influence another director regarding, matters uniquely affecting that director's employment.

All directors remain subject to Government Code section 1090 et seq., the Political Reform Act of 1974, the Corporation's Conflict of Interest Code, the Conflict of Interest & Recusal Policy, Corporations Code provisions governing nonprofit public benefit corporations, and all other applicable conflict-of-interest laws. The statutory rule in Corporations Code section 5227 concerning the validity or enforceability of a transaction does not create an exception to, or override, Government Code section 1090, the Political Reform Act, Education Code section 47604.1, or any other law that prohibits or restricts a transaction. Disclosure, recusal, or abstention shall not be treated as curing a transaction that is prohibited by law.

Involuntary Recusal. If a director declines to recuse from a matter and the Board determines that recusal is required by law or by the Corporation's Conflict of Interest & Recusal Policy, the Board may cause the director's recusal from that matter by majority vote of the directors present and voting, excluding the director whose recusal is at issue. The vote shall be taken in open session, and the determination and the basis for it shall be recorded in the minutes. Involuntary recusal under this paragraph applies only to the matter before the Board; it does not remove the director from office or otherwise affect the director's term. This paragraph does not authorize the Board to permit participation by a director who is disqualified by law, and it does not cure a contract or transaction that is otherwise prohibited by law.

Section 5. DIRECTORS' TERMS.

Each director, other than the Parent Representative, shall serve a two (2) year term. The Parent Representative shall serve a one (1) year term. Board terms ordinarily begin on July 1 and end on June 30.

There shall be no limit on the number of consecutive terms that a certificated staff representative, non-certificated staff representative, At-Large Representative, or chartering authority representative may serve, provided the director continues to satisfy all applicable eligibility requirements and is duly selected, elected, appointed, or reappointed. The Parent Representative may serve successive one-year terms only if

re-elected or otherwise selected in accordance with these Bylaws and remains the parent or legal guardian of a student currently enrolled at BCCHS.

A director whose term has expired may continue to serve until a successor has been duly selected and qualified, unless the director resigns, is removed, becomes ineligible, or otherwise vacates the office. The Parent Representative's term shall automatically terminate if the qualifying student graduates, withdraws, or otherwise ceases enrollment at BCCHS.

Section 6. BOARD MEMBER SELECTIONS AND ELECTIONS.

Regular Board elections and selection processes shall ordinarily occur during the spring semester before the end of the fiscal year when a director's term expires. Special elections or selection processes may be conducted when necessary to fill a vacancy.

Certificated Staff Representatives.

- Certificated staff representatives shall be elected by a simple majority vote of currently employed BCCHS certificated staff members eligible to participate in the election.
- If one or more certificated staff representative seats are not filled through the election process, the Board may appoint a person who meets the qualifications of an At-Large Representative to serve on an interim basis until a certificated staff representative is elected through the established process.
- Any interim Board appointment to a certificated staff representative seat shall be ratified by a majority vote of the current BCCHS teachers' bargaining unit.

Non-Certificated Staff Representative.

- The non-certificated staff representative shall be elected by a simple majority vote of currently employed BCCHS non-certificated staff eligible to participate in the election.

Parent Representative.

- The Board shall appoint an ad hoc committee composed of current BCCHS employees, including certificated and classified staff, to administer the Parent Representative selection process.
- In January, the committee shall solicit nominations from qualified candidates and request a statement of candidacy addressing experience, qualifications, interest, and understanding of BCCHS, its history, and its goals.
- In February and March, candidate information shall be publicly posted and parents/guardians shall be provided opportunities to hear from candidates and ask questions regarding Board representation.
- In April, the committee shall facilitate an election in which BCCHS parents/guardians participate to select the Parent Representative.

At-Large Representatives.

- The Board shall appoint an ad hoc committee composed of BCCHS stakeholders to solicit and review qualified candidates.
- In January, the committee shall solicit nominations and statements of candidacy addressing experience, qualifications, interest, and understanding of BCCHS, its history, and its goals.

- In February, the committee shall review candidate statements, interview candidates, and recommend qualified candidates to the Board for further consideration.
- In March, recommended candidates shall be provided an opportunity to address the Board and respond to questions. Board consideration shall be placed on a publicly noticed agenda so that the public may comment as permitted by law.
- In April, the Board shall vote in open session to select qualified candidates to fill At-Large seats for terms beginning July 1.

Chartering Authority Representative. A chartering authority representative is appointed, removed, or replaced by the chartering authority pursuant to Education Code section 47604(c).

A pupil member shall be selected pursuant to Education Code section 47604.2. In the event that a pupil member is not selected pursuant to section 47604.2, The non-voting Student Board Representative shall be designated as provided in Article VII, Section 3 and applicable school procedures.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No corporate funds may be expended to support a nominee.

Section 8. EVENTS CAUSING VACANCIES ON THE BOARD.

A vacancy occurs upon any of the following, as applicable:

- a. The death, resignation, or removal of a director;
- b. A declaration of vacancy by Board resolution when authorized by California Nonprofit Public Benefit Corporation Law, including where a director has been convicted of a felony, declared of unsound mind by a final court order, or found by final order or judgment to have breached a duty under applicable nonprofit corporation law;
- c. An increase in the authorized number of directors that creates a new seat;
- d. Failure to elect, select, or appoint the number of directors required to be elected, selected, or appointed;
- e. Termination of BCCHS employment for a director serving in a seat that requires current BCCHS employment;
- f. The Parent Representative no longer having a student currently enrolled at BCCHS;
- g. A director otherwise ceasing to satisfy a qualification required for the designated seat; or
- h. For the chartering authority representative, removal or replacement by the chartering authority.

Section 9. RESIGNATION OF DIRECTORS. A director may resign by giving written notice to the Board Chair, President, Secretary, or the Board. The resignation is effective when notice is given unless the notice specifies a later effective date. If a resignation is effective at a later date, a successor may be selected to take office when the resignation becomes effective, as permitted by law.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except upon notice to the California Attorney General as required by Corporations Code section 5226, no director may resign if the Corporation would thereby be left without a duly elected or appointed director in charge of its affairs.

Section 11. REMOVAL OF DIRECTORS.

Certificated Staff Representatives.

- Signatures of forty percent (40%) of BCCHS certificated staff are required to initiate a recall of a certificated staff representative. Within two weeks after receipt of a valid recall petition, the Board Chair or President shall oversee a secret-ballot vote of certificated staff. A two-thirds (2/3) vote of participating certificated staff shall be required to recall the certificated staff representative.

Non-Certificated Staff Representative.

- Signatures of forty percent (40%) of BCCHS non-certificated staff are required to initiate a recall. Within two weeks after receipt of a valid recall petition, the Board Chair or President shall oversee a secret-ballot vote of non-certificated staff. A two-thirds (2/3) vote of participating non-certificated staff shall be required to recall the non-certificated staff representative.

Parent Representative and At-Large Representatives.

- A two-thirds (2/3) vote of the Board shall be required to remove a Parent Representative or At-Large Representative. Any Board action to remove a director shall occur in a lawfully noticed open session at a regular or special meeting and shall comply with the Ralph M. Brown Act and other applicable law.

Chartering Authority Representative.

- The chartering authority may remove or replace its appointed representative in accordance with applicable law and its appointment procedures.

Any vacancy caused by removal shall be filled as provided in Section 12.

Section 12. VACANCIES.

Vacancies in certificated and non-certificated staff representative seats shall be filled through the applicable process in Section 6. A vacancy in a Parent Representative or At-Large Representative seat may be filled by Board approval, subject to the qualifications for the seat and any applicable selection process. If the number of directors then in office is less than a quorum, a vacancy that the Board is authorized to fill may be filled by the affirmative vote of a majority of the directors then in office at a lawfully noticed meeting or by a sole remaining director, as permitted by law. A vacancy in the chartering authority representative seat shall be filled by the chartering authority.

A director selected to fill a vacancy shall serve for the remainder of the unexpired term and until a successor is selected and qualified, unless otherwise provided by law or these Bylaws.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. A reduction in the authorized number of directors shall not remove a director before expiration of the director's term, except as otherwise permitted by law and the Charter.

Section 14. PLACE OF BOARD MEETINGS. Board meetings shall ordinarily be held at the principal office of the Corporation. The Board may meet at another location permitted by the Ralph M. Brown Act and Education Code section 47604.1, provided the location is identified in the required notice or agenda. Meetings concerning operation of the Charter School shall be held within the geographic boundaries required by Education Code section 47604.1(c), except when a different location is expressly

authorized by law. All Board meetings shall be called, noticed, held, and conducted in compliance with the Brown Act, Education Code section 47604.1, and other applicable law, as amended from time to time.

Section 15. MEETINGS; ANNUAL ORGANIZATIONAL MEETING. Meetings of the Board and meetings of Board committees that constitute legislative bodies under the Brown Act shall be called, noticed, held, and conducted in compliance with the Brown Act and applicable law. The Board shall meet annually for organization, election or appointment of officers, and other business properly brought before it. The annual organizational meeting shall be held at a time, date, and place established and noticed in accordance with law.

Section 16. REGULAR MEETINGS. Regular meetings of the Board, including the annual organizational meeting when conducted as a regular meeting, shall be held at times and places fixed by the Board. At least seventy-two (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, and shall satisfy all other notice and access requirements of the Brown Act and applicable law.

Section 17. SPECIAL MEETINGS. Special meetings may be called at any time by the Board Chair or by a majority of the Board, consistent with Government Code section 54956. If no Board Chair has been elected, the President may exercise the authority assigned to the presiding officer to call a special meeting. The time and place of a special meeting shall comply with applicable law.

Section 18. NOTICE OF SPECIAL MEETINGS. Special meetings shall be noticed in accordance with Government Code section 54956 and other applicable law. Written notice shall be provided to each director and to any media or other persons entitled to notice, and the agenda shall be publicly posted at least twenty-four (24) hours before the meeting, subject to statutory waivers and exceptions. The notice and agenda shall state the time and place of the meeting and the business to be transacted or discussed. No other business shall be considered at the special meeting except as permitted by law.

Section 19. QUORUM. A majority of the directors then in office shall constitute a quorum. The pupil member or non-voting Student Board Representative shall not be counted for purposes of quorum. If a quorum is present, the affirmative vote of a majority of the directors present shall constitute the action of the Board unless a greater vote is required by law, the Articles of Incorporation, the Charter, or these Bylaws. Directors may not vote by proxy.

Section 20. TELECONFERENCE AND REMOTE PARTICIPATION. The Board may conduct meetings by teleconference and may permit remote participation only as authorized by the Ralph M. Brown Act, including Government Code section 54953 and related provisions, Education Code section 47604.1, and other applicable law, as amended from time to time.

When teleconferencing or remote participation is used, the Board shall comply with all applicable requirements concerning notice, agenda posting, public access, public comment, roll-call voting, protection of statutory and constitutional rights, disclosure of remote participation circumstances when required, and accessibility of any physical teleconference locations. The Board shall also comply with the location and schoolsite teleconference requirements in Education Code section 47604.1(c), as applicable. Nothing in these Bylaws limits the use of a statutory remote-participation exception or disability accommodation when authorized by law.

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn a Board meeting to another time or place. Notice and posting of an adjourned

meeting shall comply with the Brown Act, including Government Code section 54955, and any other applicable law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors shall not receive compensation for service as directors or corporate officers solely by reason of holding those positions. Directors may receive reimbursement for reasonable and necessary expenses in accordance with a Board-approved policy or resolution and applicable law.

Section 23. CREATION AND POWERS OF COMMITTEES.

The Board may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees that exercise authority of the Board, consistent with Corporations Code section 5212. Each such committee shall consist of two or more directors. Appointments to a committee exercising Board authority shall be made by the vote required by Corporations Code section 5212 and these Bylaws.

A committee exercising authority of the Board may exercise only the authority delegated by Board resolution and shall not:

- a. Approve any action for which nonprofit corporation law requires approval of members or approval of a majority of all members, regardless of whether the Corporation has members;
- b. Fill vacancies on the Board or on any committee exercising Board authority;
- c. Amend or repeal these Bylaws or adopt new Bylaws;
- d. Amend or repeal a Board resolution that by its express terms is not amendable or repealable;
- e. Create other committees of the Board or appoint their members;

The Board may also create advisory committees that do not exercise authority of the Board. Advisory committees may include persons who are not directors. The creation, modification, or dissolution of any committee shall remain consistent with the Charter and applicable law. If a proposed committee structure or delegation would constitute a material revision of the Charter, it shall not be implemented unless approved by the chartering authority as required by Education Code section 47607.

Section 24. MEETINGS AND ACTION OF COMMITTEES. Committees that are legislative bodies under the Brown Act, including standing committees and committees exercising delegated Board authority where applicable, shall comply with the Brown Act and Education Code section 47604.1. Advisory or ad hoc committees shall comply with the Brown Act to the extent required by law. Minutes shall be maintained for committee meetings when required by law or Board policy and filed with the corporate records. The Board may adopt rules for committee governance that are consistent with these Bylaws, the Charter, and applicable law.

Section 25. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation except as otherwise provided by law.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board shall comply with the Family Educational Rights and Privacy Act (FERPA), 20 U.S.C. section 1232g, applicable California student-record laws, and implementing regulations, as amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall include a President, a Secretary, and a Treasurer or Chief Financial Officer, or both, as required by Corporations Code section 5213. The Board may designate the Charter School's Chief Business Officer ("CBO") to serve as Treasurer and/or Chief Financial Officer for corporate purposes. The Corporation may also have a Board Chair, Vice-Chair, and such other officers as the Board may appoint. Corporate officers may also have administrative duties established by employment contract, job description, Board policy, or other lawful delegation.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person except as prohibited by Corporations Code section 5213 or other law. No person serving as Secretary, Treasurer, or Chief Financial Officer may serve concurrently as President or Board Chair.

Section 3. ELECTION OF OFFICERS. Corporate officers shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to any rights under an employment contract and applicable law.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board may appoint, and may authorize the President, Board Chair, or another officer to appoint, other officers that the Corporation may require. Each appointed officer shall have the title, authority, term, and duties specified by these Bylaws, Board action, employment agreement, or job description.

Section 5. REMOVAL OF OFFICERS. Subject to any contractual or statutory rights, the Board may remove an officer with or without cause. An officer not chosen by the Board may be removed by an officer to whom the Board has delegated removal authority. A two-thirds (2/3) vote of the Board shall be required to remove the Board's presiding officer. Other corporate officers may be removed by the vote required by law and these Bylaws.

Section 6. RESIGNATION OF OFFICERS. An officer may resign at any time by giving written notice to the Board or Corporation. The resignation takes effect when the notice is received or at a later time specified in the notice and need not be accepted to be effective, unless otherwise required by law. The resignation is without prejudice to contractual rights of the Corporation or the officer.

Section 7. VACANCIES IN OFFICE. A vacancy in any corporate office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed for appointment to that office. Vacancies need not be filled on an annual basis unless required by law or these Bylaws.

Section 8. BOARD CHAIR. If a Board Chair is elected, the Board Chair shall preside at Board meetings and exercise such other powers and duties as the Board assigns. If a Vice-Chair is elected, the Vice-Chair shall preside in the absence of the Board Chair and perform such other duties as assigned by the Board.

Section 9. PRESIDENT; CHIEF EXECUTIVE OFFICER. Subject to the control of the Board and any supervisory authority lawfully assigned to the Board Chair, the President, who may also hold the administrative title CEO/Principal, shall serve as the general manager and chief executive officer of the Corporation unless the Board provides otherwise consistent with law. The President shall supervise, direct, and control the Corporation's activities, affairs, and officers as described in any applicable

employment contract, agreement, job description, Board policy, or delegation, and shall perform other duties required by the Board or these Bylaws.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept minutes of Board meetings and meetings of committees for which minutes are required. The minutes shall include information required by law. The Secretary shall keep or cause to be kept the Articles of Incorporation and Bylaws, as amended, at the principal California office or other lawful location, shall give or cause to be given notices required by these Bylaws, and shall perform other duties assigned by the Board or required by law.

Section 11. CHIEF BUSINESS OFFICER; TREASURER; CHIEF FINANCIAL OFFICER. The person designated by the Board as Treasurer or Chief Financial Officer, which may be the CBO, shall keep and maintain or cause to be kept and maintained adequate and correct books and accounts of the Corporation's properties and transactions and shall provide financial statements and reports as required by law, these Bylaws, or the Board. The books of account shall be open to inspection by directors as permitted by law.

The Treasurer or Chief Financial Officer shall deposit or cause to be deposited corporate funds with depositories designated by the Board; disburse funds as authorized; provide the President, Board Chair, and Board with accounts of financial transactions and the Corporation's financial condition when requested; and perform other duties assigned by the Board, employment agreement, job description, or these Bylaws. If required by the Board, the Treasurer or Chief Financial Officer shall provide a bond or other security in an amount and form approved by the Board.

ARTICLE IX CONTRACTS AND TRANSACTIONS INVOLVING DIRECTORS

Section 1. GOVERNING LAW. All contracts and transactions involving a director or a financial interest of a director shall comply with Government Code section 1090 et seq., Education Code section 47604.1, the Political Reform Act of 1974, Corporations Code sections 5227 and 5233, the Corporation's Conflict of Interest Code, the Conflict of Interest & Recusal Policy, and all other applicable law.

Section 2. CONTRACTS PROHIBITED BY GOVERNMENT CODE SECTION 1090. The Corporation shall not enter into a contract or transaction prohibited by Government Code section 1090 et seq. unless a specific statutory exception or remote-interest provision lawfully permits the contract and all conditions of that exception are satisfied. Disclosure, abstention, recusal, or absence from the meeting does not cure a contract that is otherwise prohibited by Government Code section 1090.

Section 3. EMPLOYEE DIRECTORS. Education Code section 47604.1(d) permits a Charter School employee to serve on the Board notwithstanding the employee's employment status. An employee director shall abstain from voting on, or influencing or attempting to influence another director regarding, all matters uniquely affecting that director's employment. This provision does not create an exception to Government Code section 1090, the Political Reform Act, Corporations Code requirements, or any other conflict-of-interest rule that otherwise applies.

Section 4. OTHER FINANCIAL INTERESTS AND SELF-DEALING TRANSACTIONS. If a proposed transaction is not prohibited by Government Code section 1090 but implicates the Political Reform Act, Corporations Code section 5233, the Conflict of Interest Code, or another conflict rule, the interested director shall disclose the interest and disqualify or recuse as required by law. A transaction

may be approved only if it is lawful and all required findings, procedures, votes, disclosures, and fairness standards are satisfied. Where Corporations Code section 5233 applies, the Board shall ensure that the transaction is for the Corporation's own benefit, is fair and reasonable to the Corporation, and satisfies the approval requirements of that statute.

Section 5. CONFLICT POLICIES. The Board may adopt and amend conflict-of-interest policies and procedures that are consistent with these Bylaws and applicable law. If a policy conflicts with mandatory law, mandatory law controls.

ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. Contracts and transactions involving a non-director designated employee, including an officer or other employee with decision-making authority, shall comply with Government Code section 1090 et seq., the Political Reform Act, Education Code section 47604.1, the Corporation's Conflict of Interest Code, the Conflict of Interest & Recusal Policy, and other applicable law. The Corporation shall not enter into a contract prohibited by Government Code section 1090 unless a lawful statutory exception applies and all conditions are satisfied. Disclosure or recusal alone does not cure a contract prohibited by Government Code section 1090. Employees shall disclose financial interests and abstain, recuse, or otherwise disqualify themselves when required by applicable law or policy.

ARTICLE XI LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not lend money or property to, or guarantee the obligation of, a director or officer. The Corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in performing duties for the Corporation when the director or officer would be entitled to reimbursement for those expenses.

ARTICLE XII 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, including persons formerly occupying such positions, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with a proceeding, subject to the standards, limitations, and procedures in Corporations Code section 5238 and other applicable law. Upon written request for indemnification, the Board shall make the determinations and authorize indemnification as required by law.

ARTICLE XIII INSURANCE

Section 1. INSURANCE. The Corporation may purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, officers, employees, and other agents to cover liabilities asserted against or incurred by such persons by reason of their service to the Corporation.

ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall maintain:

- a. Adequate and correct books and records of account;
- b. Written minutes of proceedings of the Board and committees when minutes are required; and
- c. Reports and records required by the Charter, California Public Records Act, student-record laws, nonprofit corporation law, and other applicable law.

ARTICLE XV INSPECTION RIGHTS

Section 1. DIRECTORS' RIGHT TO INSPECT. Every director shall have the right at a reasonable time to inspect the Corporation's books, records, documents, physical properties, and records of any subsidiary to the extent permitted by California and federal law. Inspection may be made in person or by the director's authorized agent or attorney and may include copying and making extracts as permitted by law. Inspection rights remain subject to legal restrictions on confidential information, including student records protected by FERPA and California law, privileged communications, personnel information, and other protected records.

Section 2. ACCOUNTING RECORDS AND MINUTES. Upon written demand, a director may inspect and copy accounting books and records and minutes of Board and committee proceedings at a reasonable time for a purpose reasonably related to the director's duties and interests as a director, subject to applicable law. The inspection may be made in person or by an authorized agent or attorney and extends to records of any subsidiary as permitted by law.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office, or another location permitted by law, the original or a current copy of the Articles of Incorporation and these Bylaws, as amended, and make them available for inspection as required by law.

ARTICLE XVI REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board shall cause an annual report to be provided to the directors within one hundred twenty (120) days after the end of the Corporation's fiscal year, unless otherwise permitted by law. The report shall contain, in appropriate detail:

- a. The assets and liabilities, including trust funds, of 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 disbursements for general and restricted purposes;
- e. Information required under these Bylaws or applicable law; and
- f. An independent accountant's report or, if none is required or available, the certificate of an authorized officer that the statements were prepared from the Corporation's books and records without audit.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report, or as a separate document if permitted by law, the Corporation shall provide the directors with the statement of transactions and indemnifications required by Corporations Code section 6322, if any such transactions or indemnifications occurred. The statement shall contain the information and be provided within the time required by that statute, as amended from time to time.

ARTICLE XVII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board may adopt, amend, or repeal these Bylaws by the vote required by applicable nonprofit corporation law and these Bylaws at a duly noticed meeting at which a quorum is present. No amendment may make these Bylaws inconsistent with the Charter, the Articles of Incorporation, or applicable law.

If a Bylaw amendment would result in or implement a material revision of the Charter, that revision shall not be implemented unless and until it is approved by the chartering authority in accordance with Education Code section 47607 and other applicable law. A Bylaw amendment shall not be used to circumvent the Charter's material-revision process.

ARTICLE XVIII FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year, unless lawfully changed by the Board.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Birmingham Community Charter High School, Inc., a California nonprofit public benefit corporation; that the foregoing Bylaws, consisting of the pages preceding this certificate, are the Bylaws of the Corporation as duly adopted and amended by the Board of Directors; and that these Bylaws have not been amended or modified except as reflected below.

Adoption and Amendment History:

- Executed June 25, 2009, at Lake Balboa, California.
- Amended August 14, 2009, at Lake Balboa, California.
- Amended July 30, 2012, at Lake Balboa, California, at a special meeting of the Board.
- Amended April 28, 2018, at Lake Balboa, California, at a regular meeting of the Board.
- Rewritten and amended: 9-26-26, 2026, subject to final Board action.

Executed on 9-26-26, 2026, at Lake Balboa, California.

David Lasiter Secretary, Birmingham Community
Charter High School

