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NC TO

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

**FILED**  
Secretary of State  
State of California

OCT 13 2016

The undersigned certifies that:

1. They are the President and the Secretary of New West Charter Middle School, Inc., a California nonprofit public benefit corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is New West Charter School.

3. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

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 for which this Corporation is organized are to manage, operate, guide, direct and promote one or more California public charter schools.

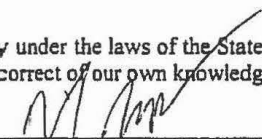
The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these 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.

4. The foregoing amendments of the Articles of Incorporation have been duly approved by the board of directors.

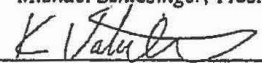
5. The corporation has no members.

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.

DATE: 10/11/16

  
Michael Schlesinger, President

DATE: 10/11/16

  
Kristopher Valentine, Secretary



I hereby certify that the foregoing  
transcript of 1 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

OCT 13 2016

Date: \_\_\_\_\_

Handwritten signature of Alex Padilla in cursive.

ALEX PADILLA, Secretary of State

ARTICLES OF INCORPORATION OF  
NEW WEST CHARTER MIDDLE SCHOOL  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

RECORDED - FILED  
IN THE OFFICE OF THE  
CLERK OF THE STATE

MAY 18 2000

WILL JONES, SECRETARY OF STATE

I.

NAME

The name of the corporation is New West Charter Middle School, Inc.

II.

PURPOSE

This corporation is a nonprofit 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 purposes. The specific purpose of the corporation include: (1) to manage, operate, guide, direct and promote the New West Charter Middle School, a California public school; (2) to perform and undertake any and all activities and functions, including soliciting contributions of money and property from the general public. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and 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 Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

III.

AGENT FOR SERVICE OF PROCESS

The name and address of the corporation's initial agent for service of process is:

Deborah Sirias Goodman  
c/o Heenan Blaikie  
9401 Wilshire Boulevard., Suite 1100  
Beverly Hills, CA 90212

IV.


TAX-EXEMPT STATUS

a. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

b. All corporate property is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

c. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a California public entity engaged in education and/or for a non-profit fund, foundation or corporation that is organized and operated for public purposes and that which organization (or organizations) organized and operated exclusively for charitable and educational purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

Dated: May 16<sup>th</sup>, 2000

  
DEBORAH SIRIAS GOODMAN  
INCORPORATOR

**BYLAWS**  
**OF**  
**NEW WEST CHARTER MIDDLE SCHOOL**  
**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

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BYLAWS  
OF  
NEW WEST CHARTER MIDDLE SCHOOL  
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I

NAME

Section 1. NAME. The Name of this corporation is New West Charter Middle School ("NWCMS").

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

Section 2. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is located at 1418 Avenida de Cortez, Pacific Palisades, CA 90272 in Los Angeles County, California. The Board of Directors (the "Governance Council") 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 3. OTHER OFFICES OF THE CORPORATION. The Governance Council 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 4. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote the New West Charter Middle School (a California public charter school formed and organized pursuant to Education Code § 47600 *et seq.*, as outlined in the Articles of Incorporation). Notwithstanding any other provision of the Articles of Incorporation, 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 out by:

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1. a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or
2. by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### ARTICLE IV

##### DEDICATION OF ASSETS

Section 5. DEDICATION OF ASSETS. 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 non-profit fund, foundation or association which is organized and operated exclusively for educational public or charitable purposes and which has established its tax exempt status under § 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 for a public purpose. 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.

#### ARTICLE V

##### CORPORATIONS WITHOUT MEMBERS

Section 6. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Non-Profit Corporation Law. The corporation's Governance Council may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Governance Council finds appropriate.

#### ARTICLE VI

##### BOARD OF DIRECTORS

Section 7. GENERAL POWERS. Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, and the Charter Schools Act of 1992 and any applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Governance Council.

The Governance Council may delegate the management of the corporation's activities to persons, a management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Governance Council. No assignment, referral or delegation of authority by the Governance Council or anyone acting under such delegation shall preclude the Governance Council from exercising full authority over the conduct of the corporation's activities, and the Governance Council may rescind any such assignment, referral or delegation at any time.

Section 8. SPECIFIC POWERS. Without prejudice to its general powers, but subject to the same limitations set forth above, the Governance Council shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

1. to select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws; and to fix their compensation;
2. to conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;
3. to adopt, make and use a corporate seal and to alter the form of the seal from time to time as it deems best;
4. to borrow money and incur indebtedness for the purpose of the corporation and to cause to be executed and delivered therefrom, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefor;
5. to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;
6. to act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend fund and property subject to such trust;
7. 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;
8. to assume any obligations, enter into any contracts or other instruments and do any and all other things incidental or expedient to the attainment of any corporate purpose;
9. to carry out such other duties as are described in the Charter.

Section 9. NUMBER OF AND DETERMINATION OF DIRECTORS. The Governance Council shall consist of 11 voting members including representatives and alternates from the various constituencies.

1. The Governance Council shall be comprised of the following persons:
  1. the Director / Principal;
  2. three founders, who shall be elected from and by the founding parents of the school;
  3. three parents, who shall be elected from and by parents whose children are enrolled at the school;
  4. three teachers, who shall be elected from and by the credentialed teachers employed at the school;
  5. one staff employee, who shall be elected by the full-time, non-instructional employees of the school; and
  6. two community representatives: one from the business sector and one from the professional/executive sector of the community, who shall be selected by the majority vote of the Governance Council.

2. Members of the Governance Council shall serve two-year terms. Elections of teacher and parent members will alternate with two parents and one teacher elected one year, and one parent and two teachers elected the next year. In the NWCMC's first year of operation, two parents and one teacher will be elected one-year terms and two parents and one teacher will be elected to two-year terms. Elected alternates to the Governance Council shall become full representatives if a regular member should step down during the school year. Elections may be held as needed at any time during the school year to replace representatives and alternates to the Governance Council.

3. The Los Angeles Unified School District ("LAUSD") shall have the right to appoint one representative and one alternate representative to the Governance Council. The LAUSD representative (or alternate) shall be a non-voting member of the Council whose presence or absence does not count toward determining a quorum. The LAUSD representative may attend any meeting of the Council or its various committees except when material matters concerning disputes between the school district and the school are discussed.

Section 10. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49% of the persons serving on the Governance Council may be "interested persons." An Interested Person is:

1. any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; and
2. 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. However, any violation of this paragraph shall not affect the validity or enforcement of transactions entered into by the corporation.

Section 11. NOMINATIONS BY COMMITTEE. The Chairman of the Governance Council, or if none, the President, shall appoint a committee (the "Nominating Committee") to nominate qualified candidates for election to the Governance Council at least 90 days before the date of any election of Directors. The Nominating Committee shall make its report at least 30 days before the date of the election or at such other time as the Governance Council may set and the Secretary shall forward to each Director, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the Nominating Committee.

Section 12. FLOOR NOMINATIONS. When a meeting is held for the election of Directors, any Director present at the meeting in person or by proxy may place names in nomination.

Section 13. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more candidates have been nominated for Director than can be elected, no corporation funds may be expended to support a nominee without the Governance Council's authorization.

Section 14. EVENTS CAUSING VACANCIES ON THE GOVERNANCE COUNCIL. A vacancy or vacancies on the Governance Council of Directors shall occur in the event of:

1. the death or resignation of any Director;
2. the declaration by resolution of the Governance Council of a vacancy 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; or
3. an increase beyond the authorized number of Directors.

Section 15. RESIGNATION OF DIRECTORS. Except as provided below, any Director may resign by giving written notice to the Chairman of the Governance Council, if any, or to the President or Secretary of the Governance Council. The resignation shall be effective when the notice

is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Governance Council may elect a successor to take office as of the date when the resignation becomes effective.

Section 16. Removal of Directors. The Governance Council may remove a Director without cause as provided by the California Nonprofit Public Benefit Corporation Law. The Governance Council may remove any Director who:

1. has failed to attend two or more of the Governance Council's Regular Meetings in any calendar year;
2. has been declared of unsound mind by a final order of court;
3. has been convicted of a felony;
4. has been found by a final order or judgment of any court to have breached any duty imposed by the California Nonprofit Public Benefit Corporation Law; or
5. for such other good cause as the Governance Council may determine.

In the event a Director is removed pursuant to this Section, the Governance Council must appoint an interim Director from the same constituency as the removed Director for the remainder of the removed Director's term. Thereafter, the removed Director shall be replaced by a Director selected through the selection process set forth in these Bylaws.

Section 17. 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 18. VACANCIES FILLED BY GOVERNANCE COUNCIL. Vacancies on the Governance Council may be filled by approval of the Governance Council or, if the number of Directors then in office is less than a quorum, by:

1. the unanimous vote of the Directors then in office;
2. the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice, complying with Corporations Code § 5211; or
3. a sole remaining Director.

Section 19. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 20. PLACE OF GOVERNANCE COUNCIL MEETINGS. Meetings of the Governance Council shall be held at any place within California in accordance with any applicable laws that have been designed by resolution of the Governance Council or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.

Section 21. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. Any Governance Council meeting may be held by conference telephone, video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

1. each member participating in the meeting can communicate concurrently with all other members;
2. each member is provided the means of participating in all matters before the Governance Council, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation;
3. the Governance Council has adopted and implemented a means of verifying both of the following:
  1. a person communicating by telephone, video screen or other communication equipment is a Director entitled to participate as a Director; and
  2. all statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a Director.
4. the meeting meets the requirements of the applicable laws.

Section 22. ANNUAL AND OTHER MEETINGS. The Governance Council shall hold an annual meeting for the purposes of organization, selection of Directors and officers and the transaction of other business.

Section 23. REGULAR MEETINGS. Regular meetings of the Governance Council, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Governance Council.

Section 24. SPECIAL MEETINGS. Special meetings of the Governance Council for any purpose may be called at any time by the Chairman of the Governance Council if there is such an officer, or by the President or Secretary. Special meetings of the Governance Council may be held



only after each Director has received at least 24 hours notice, given personally or by telephone, telefax or other similar means of communication.

Section 25. EMERGENCY MEETINGS. Emergency meetings may be held for those limited purposes as set forth in applicable law, and notice and posting of agendas shall be made in accordance therewith.

Section 26. NOTICE OF MEETINGS. Notice of the time and place of meetings shall be given to each Director by:

1. personal delivery of written notice;
2. first class mail, postage prepaid;
3. telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the director;
4. facsimile;
5. electronic mail; or
6. other electronic means.

All such notices shall be given or sent to the Director's address, computer or telephone number as shown on the corporation's records.

Notice sent by first class mail shall be deposited in the United States mails at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or electronic mail shall be given, delivered or sent.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 27. QUORUM. One-third of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. 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 Governance Council, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, or other replicable statutes, including, without limitation, those provision relating to:

1. approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
2. approval of certain transactions between corporations having common directorships;
3. creation of and appointments to committees of the Governance Council; and
4. indemnification of Directors.

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.

Section 28. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 29. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 30. NOTICE OF ADJOURNED MEETING. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given before the time of the adjourned meeting, to the Directors who were not present at the time of adjournment.

Section 31. PUBLIC NOTICE OF MEETINGS. Notwithstanding any other requirements contained in these Bylaws, all meetings of the Governance Council of Directors of the corporation shall be held in compliance with all applicable requirements.

Section 32. STANDARD OF CARE. A Director shall perform all duties of a Director, including duties as a member of any committee of the Governance Council on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director may rely upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. one or more officers or employees of the corporation 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 of the Governance Council upon which the Director does not serve as to matters within its designated authority, provided the Director believes that the committee merits confidence and 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.
4. experts with respect to assets that are directly related to the corporation's charitable programs.

The Governance Council shall avoid speculation in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the corporation's investments. Instead, the Governance Council is to consider the permanent disposition of funds, the probable income and the probable safety of the corporation's capital, and is to comply with the express terms of the instrument or agreement, if any, pursuant to which the assets were contributed to the corporation.

Section 35. COMPENSATION AND REIMBURSEMENT. Directors and members of committees of the Governance Council may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Governance Council may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

## ARTICLE V

### COMMITTEES

Section 34. CREATION OF POWERS OF COMMITTEES. The Governance Council, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Governance Council. Appointments to committees of the Governance Council shall be by majority vote of the Directors then in office or authorized number of Directors. The Governance Council 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 Governance Council, to the extent provided in the Governance Council resolution except that no committee may:

1. fill vacancies on the Governance Council or any committee of the Governance Council;
2. fix compensation of the Directors for serving on the Governance Council or on any committee;
3. amend or repeal Bylaws or adopt new Bylaws;
4. amend or repeal any resolution of the Governance Council that by its express terms is not so amendable or repealable;
5. create any other committees of the Governance Council or appoint the members of committees to the Governance Council;
6. expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
7. approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest (except as special approval is provided for in Corporations Code § 5233(d)(3)). Any such action must be taken consistent with all applicable conflict of interest laws.

Section 35. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Governance Council shall be governed by, held and taken under the provisions of these Bylaws concerning meetings, other Governance Council actions and the Brown Act, if applicable, to the particular committee, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Governance Council 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 Governance Council may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Governance Council has not adopted rules, the committee may do so.

## ARTICLE VIII

### OFFICERS OF THE CORPORATION

Section 36. OFFICES HELD. The officers of this corporation shall be a President, a Secretary and a Chief Financial Officer (a.k.a., Treasurer). The corporation, at the Governance Council's direction, may also have a Chairman of the Governance Council, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be appointed under these Bylaws.

Section 37. DUPLICATION OF OFFICE HOLDERS. 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 either the President or Chairman of the Governance Council.

Section 38. ELECTION OF OFFICERS. The officers of this corporation, except any appointed under Section 4 of these Bylaws, shall be chosen annually by the Governance Council and shall serve at the pleasure of the Governance Council, subject to the rights of any officer under any employment contract.

Section 39. APPOINTMENT OF OTHER OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Governance Council may remove any officer with or without cause. An officer who was not chosen by the Governance Council may be removed by any other officer on whom the Governance Council confers the power of removal.

Section 40. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Governance Council may remove any officer with or without cause. An officer who was not chosen by the Governance Council may be removed by any other officer on whom the Governance Council confers the power of removal.

Section 41. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Governance Council. 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 42. 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.

Section 43. CHAIRMAN OF THE GOVERNANCE COUNCIL. If a Chairman of the Governance Council of Directors is elected, he or she shall preside at Governance Council meetings and shall exercise and perform such other powers and duties as the Governance Council may assign from time

to time. If there is no President, the Chairman of the Governance Council shall also be the Chief Executive Officer and shall have the powers and duties of the President of the corporation set forth in these Bylaws.

Section 44. **PRESIDENT (A.K.A. EXECUTIVE OFFICER).** Subject to such supervisory powers as the Governance Council may give to the Chairman of the Governance Council, if any, and subject to the control of the Governance Council, the President shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs and officers. The President shall preside in the absence of the Chairman of the Governance Council, or if none, at all Governance Council meetings. The President shall have such other powers and duties as the Governance Council or the Bylaws may require.

Section 45. **VICE PRESIDENTS.** If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Governance Council, or if not ranked, a Vice President designated by the Governance Council shall perform all duties of the President. When so acting, a Vice President shall have such other powers and perform such other duties as the Governance Council or the Bylaws may require.

Section 46. **SECRETARY.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Governance Council may direct, a book of minutes of all meetings, proceedings and actions of the Governance Council, of committees of the Governance Council and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and if special, how authorized; the notice given; the names of persons present at Governance Council and committee meetings; the number of members present or represented at members' meetings.

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

The Secretary shall give or cause to be given notice of all meetings of the Governance Council and of committees of the Governance Council 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 Governance Council or Bylaws may require.

Section 47. **CHIEF FINANCIAL OFFICER.** The Chief Financial Officer (a.k.a., Treasurer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall 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 Governance Council. The books of account shall be open to inspection by any Director at all reasonable times.

The Chief Financial Officer shall:

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1. 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 Governance Council may designate;
2. disburse the corporation's funds as the Governance Council may order;
3. render to the President, Chairman of the Governance Council, if any, and the Governance Council, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and
4. have such other powers and perform such other duties as the Governance Council or the Bylaws may require.

If required by the Governance Council, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Governance Council 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 Chief Financial Officer on his or her death, resignation, retirement or removal from office.

#### ARTICLE IX

##### CONTRACTS WITH DIRECTORS AND OFFICERS

Section 48. **CONTRACTS WITH DIRECTORS AND OFFICERS.** No Director of this corporation nor any other corporation, firm, association or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless:

1. the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Governance Council prior to the Governance Council's consideration of such contract or transaction;
2. such contract or transaction is authorized in good faith by a majority of the Governance Council by a vote sufficient for that purpose without counting the votes of the interested Directors;
3. before authorizing or approving the transaction, the Governance Council considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

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On written request to the Governance Council by any person seeking indemnification under Corporations Code § 5238(b) or § 5238(c), the Governance Council shall promptly decide under Corporations Code § 5238(c) whether the applicable standard of conduct set forth in Corporations Code § 5238(b) or § 5238(c) has been met and if so, the Governance Council shall authorize indemnification.

Section 51. NON-APPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLAN. This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan and such person's capacity as such, even though such person may also be an agent of the employer corporation. The corporation shall only have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by section 207(f) of the California General Corporation Law.

ARTICLE XII

INSURANCE

Section 52. 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 status as such officer, director, employee or agent.

ARTICLE XIII

MAINTENANCE OF CORPORATE RECORDS

Section 53. MAINTENANCE OF CORPORATE RECORDS. This corporation shall keep:

1. adequate and correct books and records of account, and
2. written minutes of the proceedings of its members, Governance Council and committees of the Governance Council.

ARTICLE XIV

OTHER PROVISIONS

Section 54. EXECUTION OF INSTRUMENTS. Except as otherwise provided in these Bylaws, the Governance Council may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the



4. the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it:

1. is approved or authorized by the corporation in good faith and without unjustified favoritism; and
2. results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

All actions taken under this Article must be made in compliance with all applicable conflict of interest laws.

## ARTICLE X

### LOANS TO DIRECTORS AND OFFICERS

Section 49. LOANS TO DIRECTORS AND OFFICERS. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

## ARTICLE XI

### INDEMNIFICATION

Section 50. INDEMNIFICATION. To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees and other persons described in Corporations Code § 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.

corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit or to render it liable monetarily for any purpose or amount.

Section 55. CHECKS AND NOTES. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation may be signed by the Chair, Treasurer or Principal or such other person designated in writing by the Governance Council.

Section 56. VALIDITY OF INSTRUMENT. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the President or any Vice President, and the Secretary or Chief Financial Officer of the corporation, unless the other person has actual knowledge that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person and in such manner and from time to time as determined by the Governance Council and unless so authorized by the Governance Council, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or amount.

Section 57. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provision, rules of construction and definitions contained in the General Provisions of the California Non-Profit Corporation Law and in the California Non-Profit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both the corporation and a natural person. The captions and headings in these bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provision.

Section 58. FISCAL YEAR. The fiscal year of the corporation shall be set by the Governance Council.

Section 59. INTERPRETATION OF CHARTER. In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of the Charter shall control.

Section 60. AMENDMENT OF BYLAWS. These Bylaws will be reviewed at least once every four years and shall be documented as to the date of such review. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Governance Council.

## ARTICLE XV

### REQUIRED REPORTS

Section 61. ANNUAL REPORTS. The Governance Council shall cause an Annual Report to be sent to Directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

1. the assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year;
2. the principal changes in assets and liabilities, including trust funds;
3. the corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. the corporation's expenses or disbursements for both general and restricted purposes;
5. an independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records; and
6. any other information the Governance Council deems relevant.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing.

Section 62. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Directors 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 mail or deliver to each Director a statement of any transaction or indemnification of the following kind:

- I. Any transaction (i) in which the corporation or its parent or subsidiary was a party; (ii) in which an Interested Person is either:
  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 ten percent of the voting power of the corporation, its parent or its subsidiary. 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.

2. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation unless that indemnification has already been approved by the Directors under Corporations Code § 5238(e)(2).

**CERTIFICATE OF SECRETARY**

I HEREBY CERTIFY that I am the duly elected and acting Secretary of the New West Charter Middle School, a California non-profit public benefit corporation; that these Bylaws, consisting of 19 pages, are the Bylaws of this corporation as adopted by the Board of Directors on June 7, 2005; and that these Bylaws have not been amended or modified since that date.

Executed on June 7, 2000, at Los Angeles, California.

Bronowski.

[SIGNATURE]

Secretary to the Board

[TITLE]



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**BYLAWS  
OF  
New West Charter School  
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I  
NAME**

Section 1. **NAME.** The name of this Corporation is New West Charter School.

**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 1905 Armacost Avenue, Los Angeles, State of California. 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 the Corporation is qualified to conduct its activities.

**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 one or more California public charter schools. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing 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 indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the



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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. The Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the charter governing the charter schools operated as or by the Corporation. 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 the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a California public entity engaged in education and/or a non-profit fund, foundation or corporation that is organized and operated exclusively for public, charitable and educational purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

#### **ARTICLE VI CORPORATION WITHOUT MEMBERS**

Section 1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

#### **ARTICLE VII BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the 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 ("Board").

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this article, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, all agents and employees; prescribe powers and duties for them as are consistent with the law, the articles of



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incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

- b. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.
- c. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.

Section 3. **DESIGNATED DIRECTORS AND TERMS.** The number of directors shall be no less than nine (9) and no more than twelve (12), unless changed by amendments to these bylaws. The Board composition shall include the following representatives:

- **Three Parent Representatives.** The three (3) Parent Representatives are elected from and by parents whose children attend New West.
- **Three Teacher Representatives.** The three (3) Teacher Representatives are elected from and by New West's full-time credentialed teachers.
- **One Staff Employee Representative.** The Staff Employee Representative is elected by New West's full-time non-instructional employees.
- **Two to Four Community Representatives.** The two (2) to four (4) Community Representatives are appointed by majority vote of the Board of Directors from volunteers who express an interest in the Charter School, with a preference given to a Founder of New West, as defined by the originally approved charter. These representatives cannot be parents of children attending New West, or employees of the Charter School.
- **Authorizer Representative.** The Authorizer has the right to appoint one (1) representative to the Board of Directors [EC 47604(b)]. It is the responsibility of the Authorizer to fill this position and notify New West of its choice.

All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer 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.

Section 4. **RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.** No more than 49% of the 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,



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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.

**Section 5. DIRECTORS' TERMS.** Each director shall hold office for two (2) years and until a successor director has been designated and qualified.

**Section 6. NOMINATIONS BY COMMITTEE.** The Chairman of the Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for appointment to the Board of Directors as a Community Representative at least ninety (90) days before the date of any appointment of directors. The nominating committee shall make its report at least thirty (30) days before the date of such designation or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee. However, during a meeting at which directors are to be designated, any member of the Board may propose additional Board member candidates.

**Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.** If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

**Section 8. EVENTS CAUSING VACANCIES ON BOARD.** A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal 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 Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors.

**Section 9. RESIGNATION OF DIRECTORS.** Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. 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 10. 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 11. REMOVAL OF DIRECTORS.** A Community Representative director, 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"). All other Board members may be removed without cause by their electing or designating constituency. Any vacancy caused by the removal of a Board designated director shall be filled as provided in Section 12.

**Section 12. VACANCIES FILLED BY BOARD.** Vacancies on the Board of Directors of the Community Representative seats 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





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office at a regular or special meeting of the Board, or (b) a sole remaining director. A vacancy in the seat of all other Board members shall be filled as provided in Section 3.

Section 13. 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 14. 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 of Directors shall meeting only within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 15. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the 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 16. 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 will meet regularly, at least every second month. Agendas 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 17. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the President 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 18. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to 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 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



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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, and the place if the place is other than the principal office of the Corporation, 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 19. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum. 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 20. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the granting agency in which the Corporation operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>1</sup>

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<sup>1</sup> This means that members of the Board of Directors who choose to utilize their homes or offices as



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- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 23. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more 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;
- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- e. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- f. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest.

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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.

<sup>2</sup> The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.



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The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

**Section 24. 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 25. NON-LIABILITY OF DIRECTORS.** No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 26. 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, a Secretary, and a Chief Financial Officer. The Corporation, at the Board's direction, may also have a Chairman of the Board and a Vice-Chair. 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.

**Section 2. DUPLICATION OF OFFICE HOLDERS.** 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 either the President or the Chairman of the Board.

**Section 3. ELECTION OF OFFICERS.** The officers of the Corporation 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 4. 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 5. 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.



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Section 6. 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.

Section 7. CHAIRMAN OF THE BOARD. If a Chairman 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 Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman 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 8. PRESIDENT. The President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the bylaws may require. If there is no Chairman of the Board, the President shall also preside at the Board of Directors' meetings.

Section 9. 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; the names of the directors 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 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 the bylaws may require.

Section 10. CHIEF FINANCIAL OFFICER. 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 Chief Financial Officer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (b) disburse the Corporation's funds as the Board of Directors may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.



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If required by the Board, the Chief Financial Officer 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 Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

#### 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 this Corporation's directors are directors have a material financial interest) unless all of the following apply:

- a. The director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board of Directors meeting minutes.
- b. The director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
- e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

#### 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 Corporation's Conflict of Interest Code have been fulfilled.

#### ARTICLE XI



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#### LOANS TO DIRECTORS AND OFFICERS

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

#### ARTICLE 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(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

#### ARTICLE XIII INSURANCE

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

#### ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** The Corporation shall keep:

- Adequate and correct books and records of account;
- Written minutes of the proceedings of the Board and committees of the Board; and
- Such reports and records as required by law.

#### ARTICLE XV INSPECTION RIGHTS

Section 1. **DIRECTORS' RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, as permitted by California and federal law. This right to inspect may be



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circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

#### ARTICLE XVI REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporation shall comply with Corporations Code Section 6322.

#### ARTICLE XVII BYLAW AMENDMENTS





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Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these bylaws by a majority vote of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these bylaws inconsistent with the charter, the Corporation's articles of incorporation, or any laws.

#### **ARTICLE XVIII FISCAL YEAR**

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.



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**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the New West Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of the Corporation as adopted by the Board of Directors on October 17<sup>th</sup>, 2016; and that these bylaws have not been amended or modified since that date.

Executed on October 17<sup>th</sup>, 2016 at Los Angeles, California.

A handwritten signature in black ink that reads "K Valentine".

Kristopher Valentine, Secretary



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**NEW WEST CHARTER MIDDLE SCHOOL, INC.**

**CONFLICT OF INTEREST POLICY**

**I. PURPOSE**

The purpose of this Conflict of Interest Policy ("Policy") is to protect New West Charter Middle School, Inc.'s ("Charter School") interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Charter School. This Policy is intended to supplement, but not replace, (i) any applicable state and federal laws governing conflicts of interest applicable to California public charter schools; and (ii) the Charter School's Conflict of Interest Code, adopted pursuant to the Political Reform Act (Government Code Section 81000 *et seq.*), including the exhibits attached thereto.

**II. DESIGNATED EMPLOYEES**

Employees of this Charter School, including members of the Board of Directors ("Board") and candidates for election and/or appointment to the Board, who hold positions that involve the making or participation in the making, of decisions that may foreseeably have a material effect on any financial interest, shall be "designated employees." The designated positions are listed in Exhibit "A," which is hereby incorporated by reference, attached to the Charter School's Conflict of Interest Code.

**III. DISQUALIFICATION**

No designated employee shall make, participate in making, or try to use his/her official position to influence any Charter School decision which he/she knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of his or her immediate family.

**IV. MANNER OF DISQUALIFICATION**

**A. Non-Board Member Designated Employees**

When a non-Board member designated employee determines that he/she should not make a decision because of a disqualifying interest, he/she should submit a written disclosure of the disqualifying interest to his/her immediate supervisor. The supervisor shall immediately reassign the matter to another employee and shall forward the disclosure notice to the Charter School Executive Director/Principal, who shall record the employee's disqualification. In the case of a designated employee who is head of an agency, this determination and disclosure shall be made in writing to his/her appointing authority.

**B. Board Member Designated Employees**

Board members shall disclose a disqualifying interest at the meeting during which consideration of the decision takes place. After disclosure of the disqualifying interest and all material facts, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.



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This disclosure shall be made part of the Board's meeting minutes. The Board meeting minutes shall include the names of the persons who disclosed or otherwise were found to have a disqualifying interest in connection with an actual or possible conflict of interest, the nature of the disqualifying interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

The Board member shall refrain from participating in the decision in any way (i.e. the Board member with the disqualifying interest shall refrain from voting on the matter and influencing or attempting to influence the vote on the matter) and comply with any applicable provisions of the Charter School bylaws.

Adopted: 9/20/16

Vote: 9-0-0

Secretary:

A handwritten signature in black ink, appearing to be "K. V. [unclear]".

Amended:

## NEW WEST CHARTER MIDDLE SCHOOL

### CONFLICT OF INTEREST CODE

#### I. ADOPTION

In compliance with the Political Reform Act of 1974, California Government Code Section 87100, et seq., New West Charter Middle School, Inc. hereby adopts this Conflict of Interest Code ("Code"), which shall apply to all corporate officers, governing board members, candidates for member of the governing board, and designated employees of New West Charter Middle School ("Charter School"), as specifically required by California Government Code Section 87300.

#### II. DEFINITION OF TERMS

As applicable to a California public charter school, the definitions contained in the Political Reform Act of 1974, the regulations of the Fair Political Practices Commission, specifically California Code of Regulations Section 18730, and any amendments or modifications to the Act and regulations are incorporated by reference to this Code.

#### III. DESIGNATED REPORTERS

Employees of this Charter School, as well as corporate officers, governing board members and candidates for election and/or appointment to the governing board, who hold positions that involve the making or participation in the making, of decisions that may foreseeably have a material effect on any financial interest, shall be a "Designated Reporter." A complete list of the Designated Reporter positions are listed in "Exhibit A" attached to this policy and incorporated by reference herein.

#### IV. STATEMENT OF ECONOMIC INTERESTS: FILING

Each Designated Reporter shall file a Statement of Economic Interest ("Statement") at the time and manner prescribed below, disclosing reportable investments, interests in real property, business positions, and income required to be reported under the category or categories to which the position is assigned in "Exhibit A."

An investment, interest in real property or income shall be reportable, if the business entity in which the investment is held, the interest in real property, the business position, or source of income may foreseeably be affected materially by a decision made or participated in by the Designated Reporter by virtue of his or her position. The specific disclosure responsibilities assigned to each position are set forth in "Exhibit B."

Statements Filed With the Charter School. All Statements shall be supplied by the Charter School. All Statements shall be filed with the Charter School. The Charter School's filing officer shall make and retain a copy of the Statement and forward the original to the County Board of Supervisors.

## V. DISQUALIFICATION

No Designated Reporter shall make, participate in making, or try to use his/her official position to influence any Charter School decision which he/she knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of his or her immediate family.

## VI. MANNER OF DISQUALIFICATION

### A. Non-Governing Board Member Designated Reporter

When a non-Governing Board member Designated Reporter determines that he/she should not make a decision because of a disqualifying interest, he/she should submit a written disclosure of the disqualifying interest to his/her immediate supervisor. The supervisor shall immediately reassign the matter to another employee and shall forward the disclosure notice to the Charter School Principal, who shall record the employee's disqualification. In the case of a Designated Reporter who is head of an agency, this determination and disclosure shall be made in writing to his/her appointing authority.

### B. Governing Board Member Designated Reporter

Governing Board members shall disclose a disqualifying interest at the meeting during which consideration of the decision takes place. This disclosure shall be made part of the Board's official record. The Board member shall refrain from participating in the decision in any way (i.e., the Board member with the disqualifying interest shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken) and comply with any applicable provisions of the Charter School bylaws.

**EXHIBIT A**

**Designated Reporter Positions**

- I. Persons occupying the following positions are Designated Reporters and must disclose financial interests in all categories defined in "Exhibit B" (i.e., categories 1, 2, and 3).
  - A. Members of the Governing Board
  - B. Candidates for Member of the Governing Board
  - C. Corporate Officers (e.g., CEO/President, CFO/Treasurer, Secretary, etc.)
  - D. Executive Director/Principal of Charter School
  - E. Assistant Principal
  - F. Office and System Administrator
  - G. Consultants<sup>1</sup>
  
- II. Persons occupying the following positions are Designated Reporters and must disclose financial interests defined in Category 1 of "Exhibit B."

None
  
- III. Persons occupying the following positions are Designated Reporters and must disclose financial interests defined in Categories 2 and 3 of "Exhibit B."

None

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<sup>1</sup> The Charter School Executive Director/Principal may determine, in writing, that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The Charter School Executive Director/Principal's determination is a public record and shall be retained for public inspection in the same manner and location of interest code.

## **EXHIBIT B**

### **Disclosure Categories**

#### **Category 1 Reporting:**

- A. Interest in real property which is located in whole or in part either (1) within the boundaries of the School District where the Charter School is physically located ("District"), or (2) within two miles of the boundaries of the District, including any leasehold, beneficial or ownership interests or option to acquire such interest in real property.

(Interests in real property of an individual include a business entity's share of interest in real property of any business entity or trust in which the designated employee or his or her spouse owns, directly, indirectly, or beneficially, a 10% interest or greater.)

- B. Investments in or income from persons or business entities which are contractors or sub-contractors which are or have been within the previous two-year period engaged in the performance of building construction or design within the District.

- C. Investments in or income from persons or business entities engaged in the acquisition or disposal of real property within the District.

(Investment includes any financial interest in or security issued by a business entity, including but not limited to common stock, preferred stock, rights, warrants, options, debt instruments and any partnership interest or other ownership interests.)

(Investments of any individual include a pro rata share of investments of any business entity or trust in which the designated employee or his or her spouse owns, directly, indirectly or beneficially, a ten percent interest or greater.)

(Investment does not include a time or demand deposit in a financial institution, shares in a credit union, any insurance policy, or any bond or other debt instrument issued by any government or government agency.)

#### **Category 2 Reporting:**

- A. Investments in or income from business entities which manufacture or sell supplies, books, machinery or equipment of the type utilized by the department for which the designated employee is Manager or Charter School Executive Director/Principal. Investments include interests described in Category 1.

#### **Category 3 Reporting:**

- A. Investments in or income from business entities which are contractors or sub-contractors engaged in the performance of work or services of the type utilized by the department for which the designated employee is Manager or Charter School Executive Director/Principal. Investments include the interests described in Category 1.