

BYLAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,

of

ENVISION EDUCATION

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office is fixed and located at:
111 Myrtle Street, Suite 203, Oakland, California, 94607

Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or 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 Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents and employees of the

limits and are invited to participate in Board meetings and other Board functions without voting privileges.

Section 5. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board of Directors may be interested persons. An interested person is (a) 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 (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-

Section 9.

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 13. Quorum. A majority of the directors then in office constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 15 of this Article III. All acts or decisions for the Board will be by majority vote based upon the presence of quorum. Should there be fewer than a majority of the directors present at 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 14. Participation in Meetings by Conference Telephone. 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 one of the granting agencies that authorized one or more of the charter schools operated by the Corporation;
- 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;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

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

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 17. Compensation and Reimbursement. Directors may 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 18. Accordance with the Ralph M. Brown Act Gov. Code, Section 54950 et seq.). When conducting business related to local school matters, the Board shall follow all procedures and regulations of the Ralph M. Brown Act, notwithstanding anything in the bylaws to the contrary.

Section 19. Compliance With Laws Governing Student Records. Envision Education and its Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a President, one or more Vice Chairs or Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen for a two year term on a biannual basis by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, subject to the rights of any officer under any employment contract, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the Chair to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. The Chair of the Board. The Chair of the Board shall preside at all meetings of the Board, shall be responsible for seeing that the lines of direction given by the Board are carried into effect, and for reporting to the Board on the conduct and management of the affairs of the schools.

Section 7. The Vice Chair. The Vice Chair shall preside at meetings of the Board in the temporary absence of the Chair. They shall have other powers and perform other duties as assigned by the Chair. If a vacancy exists in the office of the Chair, the Vice Chair shall succeed to the position of Chair until the next regular election of Officers.

Section 8. The Secretary. The Secretary or their designee 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 have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 9. The Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporatiot

transaction fully discloses their 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 themselves from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses themselves 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 ap

- b. The amount and circumstances of any indemnifications aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article IX of these Bylaws.

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