

BYLAWS
OF
NEW Academy
(a California nonprofit public benefit corporation)

ARTICLE I
OBJECTIVES AND PURPOSES

1.1 Objectives and Purposes. The corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. The corporation is organized and operated

exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law. 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. The corporation's objectives and purposes are to organize and operate public charter schools.

ARTICLE II CORPORATE OFFICES

2.1 Principal Office. The Board of Directors shall fix the location of the principal executive office of the Corporation and hold all NEW Academy Charter School meetings within the boundaries of LAUSD.

2.2 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places.

ARTICLE III MEMBERS

3.1 Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All actions that would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights that would otherwise vest in members shall vest in the Directors.

ARTICLE IV DIRECTORS

4.1 Powers. Subject to the provisions of the Code and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members or by the outstanding Certificates of Membership, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. These powers include, but are not limited to, the power to incur indebtedness on behalf of the Corporation. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

However, it shall require the affirmative vote of eighty percent (80%) of the voting members of the Board of Directors to effectuate the following actions of the Board of Directors:

- (a) The establishment of the purpose, philosophy, and mission of any Charter Schools and any changes thereto;
- (b) Any amendments of the Articles of Incorporation and/or Bylaws;
- (c) Selection and/or termination of the Principal of the School;
- (d) Review and approve fiscal policies and annual financial budget;
- (e) The borrowing of money (i) for a term exceeding three years or (ii) if in excess of an amount of 2% of the yearly budget regardless of the term of the borrowing;
- (f) The purchase, sale, lease, disposition, encumbrance, hypothecation or modification of any asset of the Corporation not already approved in the budget:

- (g) The dissolution or merger of any asset of the Corporation;
- (h) Approval of an annual audit and management letter of the School; and
- (i) Any capital campaign of one (1) million or more of the Corporation/School.

4.2 Number of Directors. The number of Directors which shall constitute the entire Board shall not be less than nine (9), three (3) of which shall be designated by NEW Economics for Women, Inc., a California public benefit non-profit Corporation, until changed by a resolution amending such exact number, duly adopted by the Board of Directors.

4.3 Election and Term of Office of Directors. At each annual meeting of the Board of Directors, the Directors shall be elected to hold office until the next annual meeting. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, except in the case of the death, resignation, or removal of such a Director. Should the number of Directors increase; NEW Economics For Women shall retain the right to appoint forty-five percent (45%) of the Board. Each Director shall hold office for two years and until a Successor Director has been designated and qualified.

4.4 Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chair, and the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office with or without cause by a majority vote of the total number of voting Directors then in office at any regular meeting of the Board at which a quorum is present, and may also be removed from office at any special meeting at which a quorum is present if notice of the meeting and proposed action has been posted seven (7) days prior to the meeting, per Section 4.8 below. However, if the Board of Directors decides to remove a Director appointed by NEW Economics for Women, NEW Economics for Women shall appoint his/her replacement. The Board shall notify NEW Economics For Women, in writing, within 5 working days of such vacancy.

4.5 Resignation and Vacancies. Any Director may resign effective upon giving oral or written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. However, if a Director who was appointed by NEW

Economics for Women resigns or there is a vacancy, then NEW Economics for Women shall designate his or her replacement. The Board shall notify NEW Economics For Women, in writing, within 5 working days of such vacancy.

Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, or if the number of Directors then in office is less than a quorum by (i) unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice, or (iii) a sole remaining Director; a vacancy created by the removal of a Director by the vote or written consent of the Directors or by court order may be filled only by the affirmative vote of a majority of the Directors and voting at a duly held meeting at which a quorum is present (which Directors voting affirmatively also constitute at least a majority of the required quorum), or by the unanimous written consent of all Directors entitled to vote thereon. Each Director so elected shall hold office until the next annual meeting of the Directors and until a successor has been elected and qualified, or until his or her death, resignation or removal. However, if the vacancy is of a Director designated by NEW Economics for Women, NEW Economics for Women shall designate his/her replacement.

A vacancy or vacancies in the Board of Directors shall be deemed to exist (i) in the event of the death, resignation or removal of any Director, (ii) if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, (iii) if the authorized number of Directors is increased, or (iv) if the Directors fail, at any meeting of Directors at which any Director or Directors are elected, to elect the full authorized number of Directors to be elected at that meeting.

The Directors may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent, other than to fill a vacancy created by removal, shall require the consent of the Directors entitled to vote thereon. A Director may not be elected by written consent to fill a vacancy created by removal except by unanimous consent of all remaining Directors entitled to vote for the election of Directors. In the case of a resignation or removal of a Director designated by NEW Economics for Women, NEW Economics for Women shall appoint his/her replacement.

4.6 Place of Meetings; Meetings by Telephone. Members of the Board and the public may participate in a meeting through the use of conference telephone or similar communications equipment, so long as the meeting meets the following criteria: (1) The agenda is posted at all teleconference locations and the Board conducts the teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing; (2) Each teleconference location is identified in the notice and agenda of the meeting, and each teleconference location is accessible to the public and within the boundaries of LAUSD.

(3) During the teleconference, at least a quorum of the Board participate from a location within the school grounds or location of noticed Board meeting as allowed by California law and within the boundaries of LAUSD; and (4) The agenda shall provide an opportunity for members of the public to address the Board body directly at each teleconference location. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

4.7 Annual or Regular Meetings. Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Notice and agenda must be posted at least 72 hours in advance in an accessible location and mailed to persons who request notice, and as otherwise required by California law. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. At that meeting, or at any other meeting so designated by the Directors, the officers shall be elected to serve until their successors are duly elected and qualified, their earlier resignation or removal, or their office is declared vacant as provided in the Bylaws of the Corporation. Any other proper business may be transacted at the annual meeting of the Board of Directors.

4.8 Special Meetings; Notice. Subject to the provisions of the following paragraph, any three (3) Directors shall have the power to call special meetings of the Board at any time and for any purpose or purposes they may deem appropriate, or by the written request of the President, any Vice President, or the Secretary. The Director's may fill any vacancies on the Board of Directors at any special meeting.

Notice of the time and place of special meetings shall be posted at least twenty-four (24) hours in advance of the meeting in an accessible location, and as otherwise required by California law and within the boundaries of LAUSD . The notice shall also be delivered to each Director personally or by telephone or by telecopier or email at least twenty four (24) hours before the time of the holding of the meeting.

4.9 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.11 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, subject to the provisions of Section 5233 of the Code (as to approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5212 of the Code (as to appointment of committees), Section 5238 of the Code (as to indemnification of directors), the Articles of Incorporation, and other applicable law. The presence of a quorum is necessary for the Board of Director to take action.

4.10 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the Minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

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

4.12 Notice of Adjournment. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment and all persons in attendance at the meeting, and by posting of notice of such adjournment in an accessible location and as otherwise required by California law.

4.13 Board Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may not be taken without a meeting..

4.14 Fees and Compensation of Directors. Directors shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary activities in accordance with the Corporation's policies, including the conflict-of-interest policy as set forth in Paragraph 4.16 of these Bylaws..

4.15 Conflict of Interest Code of Conduct

(a) The Board of Directors for NEW Academy commits itself and its Members to ethical, businesslike, and lawful conduct, including proper use of authority and professional decorum when serving and acting as Members of the Board of Directors for NEW Academy.

(b) Each Member of the Board of Directors for NEW Academy must demonstrate loyalty to NEW Academy without any conflict of interest.

(c) The Board of Directors for NEW Academy and each Board Member must avoid conflicts of interest with NEW Academy, which include the following:

- (i) Members of the Board of Directors of NEW Academy, including officers and employees of NEW Academy, shall not be financially interested in any contract entered into by NEW Academy. Nor shall a Member of the Board of Directors of NEW Academy, including officers and employees of NEW Academy, be vendors for any purchase made by NEW Academy.
- (ii) NEW Academy shall not enter into any transaction wherein any Member of the Board of Directors has any financial interest and that is otherwise prohibited by Government Code section 1090.
- (iii) Members shall disclose and as otherwise required by Government Code section 1090, any actual or potential conflict of interest with NEW Academy.
- (iv) Members shall submit all disclosure forms as required by law, including Form 700, Statement of Economic Interests.
- (v) Information exclusive to NEW Academy shall not be used by Board Members for personal gain or the gain of a family member or associate.
- (vi) It is the Board Member's obligation to immediately disclose to the Board any and all impending conflict of interest.
- (vii) Board members must not use their positions to obtain employment, for themselves, family members or close associates, or obtain special consideration at NEW Academy or agencies with whom NEW Academy has entered into contract. If a Board Member desires employment at NEW Academy, he or she must resign.
- (viii) There will be no self-dealing or any conduct of private business or personal services between any Board Member and NEW Academy.

(d) Members will respect the confidentiality appropriate to issues of a sensitive nature.

ARTICLE V COMMITTEES

5.1 Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the Directors then in office designate one or more committees, each consisting of no more than two directors, to serve at the pleasure of the Board. The Board of Directors shall establish and prescribe the duties of all committees. The President of the Board may serve as an ex-officio member of any committee. The Board may designate one or more Directors as alternate Members of any committee, who may replace any absent Member at any meeting of the committee. Any such committee shall only have the authority to study, present and/or provide recommendations to the Board of Directors on the issue specifically designated by the Board of Directors. The Board of Directors shall not delegate its governance or oversight authority to any committee.

5.2 Advisory Committees. Advisory committees may be appointed to consist of one or more persons. Advisory committee membership may consist of directors only, directors and non-directors, or non-directors only, and also may include non-voting members and alternate members. The Chair and Members of advisory committees shall be appointed by resolution adopted by a majority of the authorized number of Directors then in office. Advisory committees shall have no legal authority to act for the corporation, but shall report their findings and recommendations to the Board of Directors. The Chair and Members of each advisory committee shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as members of such committee. Vacancies on any advisory committee may be filled in the same manner as provided in the case of original appointments

5.3 Conduct of Meetings. The Board of Directors shall prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meeting and other actions of any committee shall be governed by the provisions of Article IV of these bylaws applicable to meetings and actions of the Board of Directors. Each committee shall report to the Board regarding its activities from time to time as the Board may require.

ARTICLE VI OFFICERS

6.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 6.3 of these Bylaws. Neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

6.2 Appointment of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 6.3 or Section 6.5 of these Bylaws, shall be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

6.3 Subordinate Officers. The Board of Directors may appoint, or may empower the President 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 of Directors may from time to time determine.

6.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, all officers serve at the pleasure of the Board of Directors and any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting of the Board or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

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

6.5 Vacancies in Offices. 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 appointments to that office.

6.6 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have

general supervision, direction, and control of the business and the officers of the Corporation. The President shall preside at all meetings of the shareholders and at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

6.7 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these Bylaws, the President or the Chairman of the Board.

6.8 Secretary. The Secretary shall keep or cause to be kept, at the principal executive office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors and Members. The minutes shall show the time and place of each meeting, whether regular or special (and, if special, how authorized and the notice given), the names of those present at Directors' meetings or committee meetings, the number of Certificates of Membership present or represented at Members' meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required to be given by law or by these Bylaws. The Secretary shall keep the seal of the Corporation, if one is adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

6.9 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and Certificates of Membership. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such

other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES,
AND OTHER AGENTS

7.1 Indemnification of Directors. The Corporation, to the maximum extent and in the manner permitted by the Code, shall indemnify each of its Directors against expenses (as defined in Section 5238 of the Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 5238 of the Code), arising by reason of the fact that such person is or was a Director of the Corporation. For purposes of this Article VII, a "Director" of the Corporation includes any person (i) who is or was a Director of the Corporation, (ii) who is or was serving at the request of the Corporation as a director of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director of a corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

7.2 Indemnification of Others. The Corporation shall have the power, to the extent and in the manner permitted by the Code, to indemnify each of its employees, officers, and agents (other than Directors) against expenses (as defined in Section 5238 of the Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 5238 (a) and (b) of the Code), arising by reason of the fact that such person is or was an employee, officer, or agent of the Corporation. For purposes of this Article VII, an "employee" or "officer" or "agent" of the Corporation (other than a Director) includes any person (i) who is or was an employee, officer, or agent of the Corporation, (ii) who is or was serving at the request of the Corporation as an employee, officer, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee, officer, or agent of a corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

7.3 Payment of Expenses in Advance. Expenses and attorneys' fees incurred in defending any civil or criminal action or proceeding for which indemnification is required pursuant to Section 6.1 or 6.2, or if otherwise authorized by the Board of Directors, shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified as authorized in this Article VII.

7.4 Indemnity Not Exclusive. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. The rights to indemnity hereunder shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

7.5 Insurance Indemnification. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article VII.

7.6 Amendment, Repeal or Modification. Any amendment, repeal or modification of any provision of this Article VII shall not adversely affect any right or protection of a Director or agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE VIII BOOKS AND RECORDS

8.1 Maintenance and Inspection of Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors. Minutes of the Board of Directors shall be regularly distributed to each member of the Board of Directors. The corporation shall provide to the Directors within one hundred twenty (120) days after the close of its fiscal year, its audited financial statement and a report containing any information required by Section 6322 of the California Nonprofit Corporations Code, as amended from time to time.

8.2 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and each of its subsidiary corporations, domestic or foreign. Such inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts.

ARTICLE VIII GENERAL MATTERS

8.1 Checks; Drafts; Evidences of Indebtedness. From time to time, the Board of Directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the Corporation, and only the persons so authorized shall sign or endorse those instruments.

8.2 Corporate Contracts and Instruments: How Executed. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

ARTICLE IX AMENDMENTS

9.1 These Bylaws may be amended at any regular meeting of the Board of Directors, or at any special meeting called solely for that purpose, by a majority, super majority or unanimous vote of the total voting membership of the Board of Directors.

9.3 Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws as well as sent to NEW Economics For Women 30 days after such By-Laws are adopted. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written consent was filed, shall be stated in said book.

ARTICLE X INTERPRETATION

10.1 Interpretation. Reference in these Bylaws to any provision of the California Corporations Code shall be deemed to include all amendments thereof.

**SECRETARY'S CERTIFICATE
OF
ADOPTION OF
BYLAWS
OF
NEW Academy,
a California nonprofit public benefit corporation**

I, Patricia Didonato, do hereby certify:

That I am the duly elected and acting Secretary of NEW Academy, a California nonprofit public benefit corporation.

That the foregoing Bylaws constitute the Bylaws of said Corporation as adopted by the Board of Directors of said Corporation on April 11, 2018

That the foregoing Bylaws constitute the Bylaws of said Corporation as adopted by the Directors of said Corporation by their Unanimous Consent on April 11, 2018

IN WITNESS WHEREOF, I have hereunto subscribed my name this April 11, 2018

Executive Secretary

Patricia DiDonato

Patricia Didonato