

**Amended and Restated Bylaws
Across the Bridge Foundation,
Doing Business As “Downtown College Prep”**

(a California Nonprofit Public Benefit Corporation)

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located at 1400 Parkmoor Ave., Ste 206 San Jose, Santa Clara County, California 95126.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____, 20__
_____	Dated: _____, 20__
_____	Dated: _____, 20__

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

This Corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this Corporation is organized are to provide educational programs and services and to manage, operate, guide, direct and promote one or more California public charter schools.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) 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.

SECTION 2. NONDISCRIMINATORY POLICY STATEMENT

The Corporation does not discriminate on the basis of race, color, national or ethnic origin in the administration of its objectives and purposes.

ARTICLE 3 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 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 4 DEDICATION OF ASSETS

SECTION 1. DEDICATION OF ASSETS

This Corporation’s assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER AND COMPOSITION

The Corporation shall have not less than three (3) nor more than twenty-one (21) directors, with the exact number to be fixed within these limits by approval of the Board of Directors. A minimum of one seat shall be reserved for a parent of a student currently

enrolled at a charter school operated by the Corporation. The Board will seek to appoint community members with expertise in education, government, business, facilities, public relationship, finance, law, non-profit governance, fundraising, school leadership, and academic program development. If the chartering authority designates 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. All directors, except for the representative designated by the chartering authority, shall be appointed by the existing Board of Directors.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the Corporation's activities to any person(s), 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.

The Board of Directors shall be the members of the Corporation.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, at the pleasure of the Board of Directors all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service;
- (c) Monitor the activities of the Corporation to assure maximum public benefit;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) 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.

SECTION 4. TERMS OF OFFICE

Directors shall serve a term of three (3) years to end in June of the third fiscal year of

service. Except as noted herein, directors may serve up to three (3) consecutive terms upon nomination by the Board or a Board committee selected for the purpose of nominations, subject to Board approval. At the end of the third consecutive term, a Director must leave the Board for one (1) full year to be eligible for reappointment to the Board. Any Santa Clara County Board of Education (“SCCBOE”) representative shall serve solely at the SCCBOE’s discretion and shall have no limit on the number of consecutive or total terms s/he may serve. It shall be the goal of the Board of Directors to have not more than one-third of the Board of Directors terms expire in any one year.

SECTION 5. COMPENSATION

Directors shall serve without compensation. Directors may receive reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article 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 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, no persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

(a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF 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 may also designate that a meeting be held within the physical boundaries of Santa Clara County. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (“Brown Act”), California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation. A two-way teleconference location shall be established at each schoolsite.

SECTION 8. REGULAR AND 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.

Regular meetings of the Board of Directors shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least seventy-two (72) hours before a regular meeting, the Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

At the annual meeting of directors held on the Board meeting in June, directors shall be appointed by the Board of Directors in accordance with this section. Directors may be appointed at any meeting of the Board of Directors to fill vacancies or to add to the number of directors within the limits of these Bylaws.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called by the President of the Board, or a majority of the Board of Directors, and such meetings shall be held within Santa Clara County. The party calling a special meeting shall determine the place, date, and time thereof.

SECTION 10. 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 each director and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

(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 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.

(c) The notice of special meeting shall state the time of the meeting, the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of majority of Directors then in office. Except as otherwise provided in these Bylaws or in the Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the President of the Board shall entertain at such meeting is a motion to adjourn.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

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. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

SECTION 13. TELECONFERENCE MEETINGS¹

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 Santa Clara County;
- 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. 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. Members of the public shall be provided with an opportunity to address the Board of Directors directly at each teleconference location.

¹ Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e).

e. Members of the public must be able to hear what is said during the meeting;. a;
and

f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call. The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence by the Vice President of the Corporation or, in the absence of each of these persons, by any director chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. The Secretary of the Corporation may delegate the actual taking of minutes to any person, so long as the Secretary reviews and the Board later approves such minutes taken by any other such person.

Meetings shall be governed by Roberts' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law, including the Brown Act.

SECTION 15. 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 schedule 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 16. VACANCIES AND REMOVAL

A vacancy or vacancies on the Board of Directors shall exist in the event of: (1) the death, resignation or removal of any director; (2) 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; (3) whenever the number of authorized directors is increased; and (4) failure of the directors, ay any Board meeting at which any director or directors are to be appointed, to appoint the number of directors required to be appointed at such meeting.

Directors except for the representative appointed by the chartering authority, may be removed with or without cause by a majority of the directors then in office at a special meeting called for that purpose, or a regular meeting, provided that notice of that meeting is given in compliance with the provisions of the Brown Act. The representative designated by the chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority.

Any director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board, except for the representative appointed by the chartering authority, may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director. A person appointed to fill a vacancy shall serve as a director until the expiration of the term of the vacant seat that the director was appointed to fill and until a successor has been elected and qualified. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.

SECTION 17. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 18. 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.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the Corporation) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238; provided, however, no insurance shall be purchased for or deemed to provide any coverage for liability or defense against claims of violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law).

SECTION 20. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS

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 6 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be the Executive Director who shall be known as Chief Executive Officer, the President of the Board of Directors, a Secretary and a Treasurer. The Corporation may also have, as determined by the Board of Directors one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board or the Chief Executive Officer.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Officers 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 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers of agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by the Board of Directors, at any time.

Any officer may resign at any time giving written notice to the Board of Directors or to the President of the Board or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any officer other than that of President of the Board, such vacancy may be filled temporarily by appointment by the President of the Board until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the staff. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The Chief Executive Officer shall serve at the pleasure of the Board of Directors.

SECTION 7. DUTIES OF THE PRESIDENT OF THE BOARD

The President of the Board presides at meetings of the Board of Directors and chairs the Executive Committee and directs the activities of the Board of Directors. The President of the Board's duties shall also include, but not be limited to, the appointment of members of Board committees and the chairpersons of those committees. The President of the Board shall serve at the pleasure of the Board of Directors.

SECTION 8. DUTIES OF VICE PRESIDENT

In the absence of the President of the Board, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President of the Board. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice President shall serve at the pleasure of the Board of Directors and may be discharged at any time for any

reason.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep or cause to be kept at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep or cause to be kept at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof and the vote or abstention of each Board member present for each action taken.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. The Secretary shall serve at the pleasure of the Board of Directors.

SECTION 10. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Be responsible for, all funds and securities of the Corporation, and deposit or cause to be deposited all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain or cause to be kept and maintained adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets,

liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.

Render to the President of the Board and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to certify, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors. The Treasurer shall serve at the pleasure of the Board of Directors and may be discharged at any time for any reason.

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) and no one who is not a director to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (c) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (d) The appointment of committees of the Board or the members thereof.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees or advisory boards as may from time to time be designated by resolution of the Board of Directors. Such other committees or advisory boards may consist of persons who are not also members of the Board. These additional committees or advisory boards shall act in an advisory capacity only to the Board otherwise designated by the Board of Directors to have the ability to exercise specifically delegated powers.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, and the Brown Act, if applicable, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each committee shall record the date of each meeting, the members present, and material decisions made.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Board.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gifts, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 9 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 shall the Corporation enter into any contract or transaction with 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).

ARTICLE 10 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 Downtown College Prep Conflict of Interest Policy have been fulfilled.

ARTICLE 11 LOANS TO DIRECTORS AND OFFICERS

SECTION 1. LOANS TO DIRECTORS AND OFFICERS.

This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; 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 12

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS INSPECTION RIGHTS

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. 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. This right to inspect may be 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.

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.

This 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.

SECTION 4. ANNUAL REPORT

The Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 5 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation shall comply with Corporations Code section 6322.

ARTICLE 13 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day in July and end on the last day of June in each year.

ARTICLE 14 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a 2/3 vote of the Board members 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 such charter, the Corporation's articles of incorporation, or any laws.

The Charter School shall provide written notice to the County Superintendent of any proposed revisions to the Articles of Incorporation and/or Bylaws no less than three (3) weeks prior to consideration of adoption of the revision(s) by the Charter School's Board. Should the County Superintendent or designee indicate that the SCCOE considers the proposed revision(s) to be a material revision to the Charter School's governance structure or Charter, the Charter School may not formally adopt such revision(s) unless and until the revision(s) is first approved through the process set forth in Education Code sections 47607 and 47605 for material revision to the Charter. Should the Charter School adopt revision(s) to its Articles of Incorporation and/or Bylaws in accordance with these requirements, it shall provide a final copy of the revised document to the SCCOE within three (3) business days of the adoption of such revision(s).

ARTICLE 15 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 16 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes,

provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. On dissolution or winding up of the affairs of the Corporation the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 17 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

Any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Across The Bridge Foundation, a California nonprofit public benefit corporation, doing business as Downtown College Prep. This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation consisting of 19 pages, as duly adopted by the Board of Directors of said Corporation on _____; and that these Bylaws have not been amended or modified since that date.

Dated: _____

Marc Ketzel
Secretary of the Board of Directors