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For more information regarding the content of this material, please contact the Charter Schools Division by phone at 916-322-6029 or by email at charters@cde.ca.gov.

Articles of Incorporation

3063338



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 21 2008

DEBRA BOWEN
Secretary of State

3063338

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 11 2008

**ARTICLES OF INCORPORATION
of Academia Moderna, Inc.**

I.

The name of this corporation is Academia Moderna, Inc.

II.

A. This 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 charitable purposes.

B. The specific purpose of this corporation is to manage, operate, guide, direct and promote one or more charter schools, and conduct or perform any ancillary or related activities in furtherance thereof. Subject to Article IV.B of these articles, this corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

III.

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

Xavier Reyes
1255 E. 74th Street
Los Angeles, California 90001

IV.

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (i) by 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 (ii) 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.

V.

A. The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and no part of the net earnings or assets of this corporation shall inure to the benefit of (or be distributable to) any director or officer of this corporation or other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dated: 12/20/07



Xavier Reyes, Incorporator



NC70

A0746458

3063 338
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ACADEMIA MODERNA, INC.

FILED
Secretary of State
State of California

CC/RFJ

AUG 22 2013

1cc

The undersigned certify that:

1. They are the President and the Secretary of **Academia Moderna, Inc.**, a California nonprofit public benefit corporation.
2. **Article I** of the Articles of Incorporation is amended to read as follows:

The name of the corporation is **Alta Public Schools**.


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

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is formed are to manage, operate, direct, guide, direct and promote one or more California public charter schools.

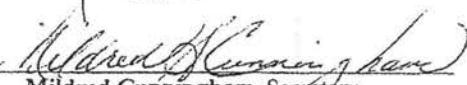
4. The foregoing amendments have been duly approved by the Board of Directors.
5. The corporation has no members.

I 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 my own knowledge.

DATE: 07/18/2013


Jeffrey Phillips, President

DATE: 7/18/13


Mildred Cunningham, Secretary



A0746458

January 20, 2011

**STATEMENT OF CONSENT FROM ALTA PUBLIC SCHOOLS FOUNDATION TO ALLOW THE
INCORPORATION OF "ALTA PUBLIC SCHOOLS"**

Alta Public Schools Foundation, a California nonprofit public benefit corporation located at 2410 Broadway, Walnut Park, CA 90255, hereby gives consent to Academia Moderna to file a Certificate of Amendment of Articles of Incorporation to amend its nonprofit's name to the following exact name:

ALTA PUBLIC SCHOOLS

The Alta Public Schools Foundation serves as a supporting organization to Academia Moderna, which is seeking to change its name to Alta Public Schools.

The undersigned declares under penalty of perjury under the laws of the State of California that he is the President of Alta Public Schools Foundation, that the statements contained in the foregoing are true of his own knowledge, and that this declaration was executed on August 21, 2013, at LOS ANGELES, California.

DATE: 08/21/2013



Dr. Jeffrey Phillips, President
Alta Public Schools Foundation



I hereby certify that the foregoing
transcript of 2 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 03 2013

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Date:

Debra Bowen

DEBRA BOWEN, Secretary of State

Conflict of Interest Policy

Academia Moderna Conflict of Interest Policy

I Purpose:

The purpose of the conflict of interest policy is to protect Academia Moderna interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Academia Moderna or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II Definitions:

1. Interested Person-

Any director, principal officer, key employee or member of a committee with board of director delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest-

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Academia Moderna has a transaction or arrangement.
- b. A compensation arrangement with Academia Moderna or with any entity or individual with which Academia Moderna has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which Academia Moderna is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

III Procedures:

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors 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.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board meeting but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board of directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board of directors shall determine whether Academia Moderna can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Academia Moderna best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action and/or up to immediate termination.

IV Records of Proceeding:

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the governing board of director's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

V Annual Statements:

Each board member, executive director, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands Academia Moderna is a non profit organization and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

VI Periodic Reviews:

To ensure Academia Moderna operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews, shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Academia Moderna written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit.

When conducting the periodic reviews as provided for in Article VI, Academia Moderna may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.



Alta Public Schools Conflict of Interest Policy

9.11.2020

I Purpose:

The purpose of the conflict of interest policy is to protect Alta Public Schools interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Alta Public Schools or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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1. Interested Person-

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2. Financial Interest-

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which Alta Public Schools has a transaction or arrangement.
- b) A compensation arrangement with Alta Public Schools or with any entity or individual with which Alta Public Schools has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which Alta Public Schools is negotiating a transaction or arrangement.

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After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors 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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b. The chairperson of the board of directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board of directors shall determine whether Alta Public Schools can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Alta Public Schools best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

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take appropriate disciplinary and corrective action and/or up to immediate termination.

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To ensure Alta Public Schools operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews, shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Alta Public Schools written policies, are properly

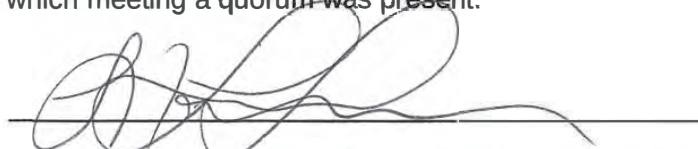
recorded, reflect reasonable investment or payments for goods and services,
further charitable purposes and do not result in impermissible private benefit.

When conducting the periodic reviews as provided for in Article VI, Alta Public Schools may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

PASSED AND ADOPTED by Alta Public Schools Board of Directors at a meeting held on September 11, 2020.

CERTIFICATION OF SECRETARY

I, Mary Porras, Secretary of Alta Public Schools Board of Directors, do hereby certify that the above is a true and correct excerpt from the minutes of the meeting of the Board of Directors of the Alta Public Schools, held on the 11th day of September, 2020, at which meeting a quorum was present.


Mary Porras, APS Board Secretary

ALTA PUBLIC SCHOOLS
CONFLICT OF INTEREST CODE

The California Political Reform Act (Govt. Code Sect. 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted a regulation (2 CCR Section 18730) that contains the terms of a standard conflict-of-interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Sec. 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Exhibits A and B designating positions and establishing disclosure categories shall constitute the conflict of interest code of Alta Public Schools (Corporation), dba as Academia Moderna, Prepa Tec LA Middle School and Prepa Tec LA High School ("Charter Schools"), a California nonprofit corporation operating public charter schools.

Individuals holding designated positions shall fill out and return their Statements of Economic Interests (Form 700) to the Charter Schools' Filing Official, the CEO. If statements are received in signed paper format the Charter School Filing Official shall make and retain copies and forward the originals to both the LAUSD Charter School Division and the CDE Charter Schools Office. Copies of all Forms 700s retained by the Charter Schools will be available for public inspection and reproduction pursuant to Government Code Sect. 81008.

EXHIBIT A
DESIGNATED POSITIONS

<u>Designated Position</u>	<u>Assigned Disclosure Category</u>
Member of the Board of Directors	I
Chief Executive Officer	I
Director of Finance	I
Superintendent	I
Principal	I
Directors	I
Members of the Board of Directors	I
Consultant	II
Newly Created Position	*

Adopted: September 12, 2017

Category 1

Designated positions assigned to this category must report:

1. Investments in, income (including gifts, loans, and travel payments) from, and business positions in:
 - a. any source of the type which engages in the acquisition or disposal of real property or is engaged in building construction or design.
 - b. any source of the type which engages in the manufacture, sale, repair, rental or distribution of school supplies, books, materials, school furnishings or equipment to be utilized by the Charter Schools, its employees, parents, and students for educational purposes. This includes, but is not limited to, educational supplies, textbooks and items used for extra curricular courses.
 - c. any source which is engaged in the performance of work or services of the type to be utilized by the Charter Schools, its employees, parents, and students for educational purposes. This includes, but is not limited to, student services commonly provided in public schools such as speech therapists and counselors.
2. Interests in real property that are located in whole or in part within the boundaries of LAUSD or within two miles of the boundaries LAUSD, or of any land owned or used by the Charter Schools.

Category 2

Consultants, as defined for purposes of the Political Reform Act, are included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in this code subject to the following limitation:

The CEO 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 is not required to fully comply with the disclosure requirements of the broadest disclosure category, but instead must comply with more tailored disclosure requirements specific to that consultant. 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 CEO's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code. (Government Code section 81008.)

***Newly Created Positions**

A newly created position that makes or participates in the making of decisions that may foreseeably have a material effect on any financial interest of the position-holder, and which specific position title is not yet listed in an agency's conflict of interest code is included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation: The CEO may determine in writing that a particular newly created position, although a "designated position," is hired to perform arrange of duties that are limited in scope and thus is not required to fully comply with the broadest disclosure requirements, but instead must comply with more tailored disclosure requirements specific to that newly created position. Such written determination shall include a description of the newly created position's duties and, based upon that description, a statement of the extent of disclosure

requirements. The CEO's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict-of-interest code. (Gov. Code Section 81008.)

As soon as the school has a newly created position that must file statements of economic interests, the school shall contact the CEO and LAUSD Charter School Division or the CDE Charter School Office ("Authorizers") to notify them of the new position title to be added in the LAUSD/CDE's electronic Form 700 record management system, known as Disclosure. Upon this notification, the designated Authorizer's office shall enter the actual position title of the newly created position into a Disclosure and the Charter Schools shall ensure that the name of any individual(s) holding the newly created position is entered under that position title in Disclosure.

Additionally, within 90 days of the creation of a newly created position that must file statements of economic interests, the school shall update this conflict-of-interest code to add the actual position title in its list of designated positions, and submit the amended conflict of interest code to the Authorizer's Counsel for code-reviewing body approval by Authorizers. (Gov. Code Sec. 87306.)

EXHIBIT B OTHER DISCLOSURE CATEGORIES

Category 3. Reportable Income

A designated employee in this category shall disclose all income as defined in Gov. Code § 82030 received by the designated employee during the reporting period from business entities or other sources located in, doing business in, known to be planning to do business in, or having done business in the previous two (2) years within Los Angeles County or where the Charter Schools are located, which business entities or sources operate or provide facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services of a type utilized by the Charter Schools.

Category 4. Less-Inclusive Reportable Investments

A designated employee in this category shall disclose only investments as defined in Gov. Code § 82034 in any business entity which, within the previous two (2) years, has contracted with or in the future foreseeably may contract with Charter Schools to provide facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services to Corporation or Charter Schools, and (a) is located in or doing business LAUSD where the Corporation's schools are located, and is associated with the job assignment or position

of the designated employee; or (b) is associated with the job assignment or position of the designated employee.

Category 5. Less-Inclusive Reportable Income

A designated employee in this category shall disclose only that reportable income as defined in Gov. Code § 82030 which is derived from a business entity or other source which, within the previous two (2) years, has contracted with Corporation or the Charter Schools or in the future foreseeably may contract with Corporation or the Charter Schools to provide facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services to Corporation or the Charter Schools, of the type utilized by Corporation or the Charter Schools, and (a) is located in or doing business in Los Angeles County where the Corporation's schools are located, and is associated with the job assignment or position of the designated employee; or (b) is associated with the job assignment or position of the designated employee.

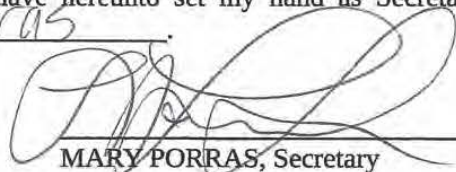
Category 6. Business Positions

A designated employee in this category shall disclose the information described below by completing Form 700, Schedule C, with respect to any business entity that provides facilities, goods, supplies, equipment and/or machinery, vehicles, personnel or services of a type utilized by Corporation or the Charter Schools. A designated employee shall list (a) the name and address of each such business entity in which he or she is a director, officer, partner, trustee, employee, or in which he or she holds any position of management; (b) a description of the business activity in which each such business entity is engaged; and (c) the designated employee's position with each such business entity.

Certificate of Secretary Of Alta Public Schools

I, MARY PORRAS, the duly appointed and acting Secretary of Alta Public Schools, a California nonprofit public benefit corporation (the "Corporation"), certify that the foregoing resolutions were duly adopted by at least a majority vote of the members of the Board of Directors of the Corporation (the "Board") then in office during a meeting of the Board duly held on September 11, 2020, in accordance with the bylaws of the Corporation and in compliance with the notice, agenda and open meeting requirements of the Ralph M. Brown Act, and that a quorum of the Board of Directors was in attendance at the meeting at the time the resolutions were adopted.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation this Mary Porras.



MARY PORRAS, Secretary

Bylaws

**AMENDED AND RESTATED BYLAWS OF
ALTA PUBLIC SCHOOLS**

Whereas, the Corporation adopted Bylaws, dated February 14, 2008, which Bylaws were amended by that certain First Amendment to Bylaws of Alta Public Schools (collectively, the “2008 Bylaws”).

Whereas, the Corporation desires to amend and restate the 2008 Bylaws.

Therefore, these Amended and Restated Bylaws of Alta Public Schools, dated August 27, 2020, supersede and replace the 2008 Bylaws in all respects. References to “Bylaws” herein shall refer to these Amended and Restated Bylaws.

1. NAME OF CORPORATION

The name of this Corporation is Alta Public Schools.

2. OFFICES

A. PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation shall be fixed and located in the County of Los Angeles, State of California. The Board of Directors (the “Board”) may change the principal office from one location to another within the County of Los Angeles, and this section shall be amended accordingly.

B. OTHER OFFICES

The Board may at any time establish branch offices within the County of Los Angeles, in order to advance the proper purposes of the Corporation.

3. OBJECTIVES AND PURPOSES

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Articles of Incorporation.

The specific purpose of the Corporation is to manage, operate, guide, direct and promote one or more charter schools, and conduct or perform any ancillary or related activities in furtherance thereof. The Corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

4. DEDICATION OF ASSETS

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

5. DIRECTORS

A. POWERS

General Corporate Powers. 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.

Specific Powers. Without prejudice to their general powers, the Board shall have the power to:

Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with applicable federal, state and municipal laws, including the California Nonprofit Public Benefit Corporation Law (collectively, "Applicable Law"), with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

Change the principal executive office or the principal business office in the County of Los Angeles, State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California.

Adopt, make, and use a corporate seal and alter the form of the seal.

Borrow money and incur indebtedness on behalf of the Corporation 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.

B. NUMBER OF DIRECTORS

The authorized number of Directors shall be not less than five (5) nor more than nine (9) as determined by the Board. The initial number of Directors shall be five (5). The Board composition may include parent representatives from charter schools operated by the Corporation and community members. One (1) seat shall be made available to the authorizing entity.

C. APPOINTMENT AND TERM OF OFFICE OF DIRECTORS

The current members of the Board shall be those persons whose names are attached to these Bylaws as Exhibit A. Members of the Board shall each serve until the annual meeting designated beside his or her name in said Exhibit, or until his or her successor is elected.

Subsequent Directors shall be elected by a majority vote of the Board at the annual meeting of the Corporation, including the vote(s) of any Director whose term of office expires with such meeting.

All Directors shall serve terms of three (3) years, arranged so that not more than one-half plus one of the Directors' terms shall expire in any year. Directors may serve any number of consecutive terms.

The Chair of the Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each annual meeting.

D. QUALIFICATIONS OF BOARD MEMBERS

Any person 18 years of age or older may be nominated or elected to serve as a Director. Directors need not be residents of the State of California. However, any Director who resides outside of the State of California shall be responsible for his or her travel expenses related to Board activities.

Any person eighteen (18) years of age or older may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

E. VACANCIES

Events Causing Vacancy. A vacancy on the Board shall be deemed to exist upon the occurrence of any of the following:

The death, resignation, or removal of any Director.

The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law.

The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at such meeting.

The increase of the authorized number of Directors.

Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No

Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Removal.

Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the potential removal are given as required herein. Any vacancy caused by the removal of a Director shall be filled as provided herein.

Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection.

The Board agrees to reinstate the Director who has missed three meetings.

Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with these Bylaws.

6. MEETINGS

A. PLACE OF MEETING; MEETING BY TELEPHONE

Regular meetings of the Board shall be held in the County of Los Angeles, State of California, as designated from time to time by resolution of the Board, at all times in compliance in all material respects (including, without limitation, notice provisions and agenda posting requirements) with the then-current Ralph M. Brown Act (California Government Code 54950 *et seq.*) (the "Brown Act"), as may be amended from time to time. Public notice shall be posted in an accessible location seventy-two (72) hours in advance of a regular meeting of the Board; posted at least twenty-four (24) hours in advance of a special meeting of the Board; and at least one (1) hour in advance of an emergency meeting of the Board, or as otherwise mandated by the then-current Brown Act.

(a) All meetings of the legislative body of a local agency shall be open and public, and all persons shall be permitted to attend any meeting of the legislative body of a local agency.

(b) (1) Notwithstanding any other provision of law, the legislative body of a local agency may use teleconferencing for the benefit of the public and the legislative body of a local agency in connection with any meeting or proceeding authorized by Applicable Law. The teleconferenced meeting or proceeding shall comply with all requirements of this chapter and all otherwise applicable provisions of law relating to a specific type of meeting or proceeding.

(2) Teleconferencing, as authorized by this section, may be used for all purposes in connection with any meeting within the subject matter jurisdiction of the legislative body. All votes taken during teleconferenced meeting shall be by rollcall.

(3) If the legislative body of a local agency elects to use teleconferencing, it shall post agendas at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the legislative body of a local agency. Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the legislative body shall participate from locations within the boundaries of the territory over which the local agency exercises jurisdiction. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to Section 54954.3 at each teleconference location.

(4) For the purposes of this section, “teleconference” means a meeting of a legislative body, the members of which are in different locations, connected by electronic means, through either audio or video, or both. Nothing in this section shall prohibit a local agency from providing the public with additional teleconference locations.

(c) No legislative body shall take action by secret ballot, whether preliminary or final.

Regular meetings of the Board shall be held at the principal office of the Corporation. Special meetings of the Board shall be held in Los Angeles County, California as designated in the notice of meeting or, if not stated in the notice, at the principal office of the Corporation. Notwithstanding the above provisions of this section, a regular or special meeting of the Board shall be held in the County of Los Angeles, at any place consented to in writing by all Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

B. ANNUAL MEETING

The Board shall hold an annual meeting at a time and place designated by the Board for purposes of electing Directors and Officers, designating committees, and transacting regular business. Notice of these meetings shall be by first-class mail postmarked not less than ten (10) nor more than forty (40) days in advance thereof, or by telephone, electronic mail, or facsimile at least forty-eight (48) hours in advance thereof, except that any Director may waive notice as provided herein.

C. SPECIAL MEETINGS

Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President, or any two Directors.

Notice. Notice of any special meeting of the Board shall be given to all Directors either by first-class mail at least four (4) days in advance or by notice delivered personally or by

telephone, electronic mail, or facsimile at least twenty-four (24) hours in advance (or that notice period which is mandated by the Brown Act, whichever is longer) except that such notice may be waived by any Director. The agenda for any special meeting shall be posted in a place accessible to the public at least twenty-four (24) hours prior to the special meeting.

Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

D. QUORUM

A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of these Bylaws and the California Nonprofit Public Benefit Corporation Law.

When there is less than a quorum present at a noticed meeting, the Board may either (1) meet as a committee, or (2) adjourn to a future date. The presence of a Board quorum is necessary to take action.

E. ADJOURNMENT

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

F. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived as provided for herein.

7. ACTION WITHOUT MEETING

The Board shall not take action on any item of business outside of a meeting of the Board.

8. COMPENSATION OF DIRECTORS

Directors and members of committees may receive reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable. Directors shall not otherwise be

compensated.

9. RESTRICTION ON INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it other than those performed as a Director within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

10. COMMITTEES

A. COMMITTEES OF DIRECTORS

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

Fill vacancies on the Board or on any committee;

Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
Amend or repeal any resolution of the Board;

Designate any other committee of the Board or appoint the members of any committee;

Except as provided in Section 5233 of the California Nonprofit Public Benefit Corporation Law, approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

B. AUDIT COMMITTEE

The Board shall establish an audit committee as and when required by Section 12586(e) of the California Government Code.

C. ADVISORY COMMITTEES

The Board may appoint one or more advisory committees consisting of Directors

and/or non-Directors for the purpose of advising the Board. Any advice rendered by such an advisory committee shall not be binding on the Board.

D. MEETING AND ACTION OF COMMITTEES

The Board may adopt rules for any committee that are both consistent with the provisions of these Bylaws and consistent with the Brown Act.

11. OFFICERS

A. IDENTIFICATION OF OFFICERS

The Corporation shall have the following Officers: President, Secretary and Treasurer, and such other Officers as the Board may designate by resolution and appointment pursuant to these Bylaws. Officers need not be Directors. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer. The Board (or a committee of the Board) shall review and approve the compensation, including benefits, if any, of the President and Treasurer as and when required by Applicable Law.

B. ELECTION OF OFFICERS

The Officers of the Corporation, except those appointed in accordance with the Articles of Incorporation, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

C. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

D. REMOVAL OF OFFICERS

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

E. RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall

be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

F. VACANCIES IN OFFICE

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

G. RESPONSIBILITIES OF OFFICERS

(1) President. The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(2) Secretary. The Secretary shall attend to the following:

Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(3) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

Books of Account. 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, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

Deposit and Disbursement of Money and Valuables. The Treasurer shall

deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board; shall disburse, or cause to be disbursed, funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

12. RECORDS AND REPORTS

A. MAINTENANCE OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date.

B. MAINTENANCE OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

C. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This 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 of documents.

13. INDEMNIFICATION

A. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION

The Corporation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following

kind:

Any transaction(s) in which the Corporation was a party.

Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation, unless such indemnification has already been approved by the Board.

B. INDEMNIFICATION OF DIRECTORS AND OFFICERS RIGHT TO INDEMNIFICATION

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

14. INSURANCE

This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability as provided herein; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction described in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

15. CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

A. CONTRACTS WITH DIRECTORS AND OFFICERS

No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any

contract or other transaction with this Corporation.

B. LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; 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 the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

16. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, ending on December 31.

17. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

18. AMENDMENTS

Bylaws may be adopted, amended, or repealed by a majority vote of the Directors then in office.

Bylaws may be adopted, amended, or repealed by a majority vote of the Directors then in office. Any amendments to its bylaws or the bylaws of a “parent” nonprofit corporation that affect or impact the charter or school operations must be approved through the LAUSD's petition amendment process.

19. MEMBERS

This Corporation shall not have voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. The Board may admit nonvoting members of one or more classes having such rights and obligations as the Board shall deem appropriate from time to time.

[CONTINUED]

20. CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of the Corporation, do hereby certify:

That the foregoing Bylaws consisting of fourteen (14) pages were adopted as the Bylaws of the Corporation by a majority vote of the Board of Directors of the Corporation during a meeting of the Board duly and regularly held on 8/26/2020, in compliance with the notice, agenda, and open meeting requirements of the Ralph M. Brown Act, and that a quorum of the Board of Directors was in attendance at the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation this 31 day of August, 2020.


Name Mary Annas
Title Secretary

EXHIBIT A
TO AMENDED AND RESTATED BYLAWS
ALTA PUBLIC SCHOOLS

Board Member	Expiration of Term