

**AMENDED AND RESTATED BYLAWS
OF
PATHWAYS ACADEMY ADULT EDUCATION
(A California Nonprofit Public Benefit Corporation)**

Adopted on September 14, 2022

ARTICLE I. NAME

Section 1.01 Corporate Name. The name of this corporation is Pathways Academy Adult Education (hereinafter, the “Corporation”).

ARTICLE II. OFFICES

Section 2.01 Principal Office. The principal office of the Corporation is located at 26025 Newport Road, Suite A205, Menifee, CA 92584. The Board of Directors (“Board”) may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE III. PURPOSES

Section 3.01 Description in Articles. The Corporation’s general and specific purposes are described in its Articles of Incorporation.

ARTICLE IV. DEDICATION OF ASSETS

Section 4.01 Dedication of Assets. This Corporation’s assets are irrevocably dedicated to charitable and educational 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. Upon dissolution of the Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as set forth in its Articles of Incorporation.

ARTICLE V. NO MEMBERS

Section 5.01 No Members. The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 5.02 Authority Vested in the Board. Any action that otherwise requires approval by a majority of all members, or approval by the members, requires only approval of the Board. All rights that would otherwise vest under the California Nonprofit Public Benefit Corporation Law in the members shall vest in the Board.

Section 5.03 Associates. The Corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation or these Bylaws, the Corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the Corporation's activities to any person(s), management company, or committees, however composed, provided that the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the Corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation;

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations to do so which are not inconsistent with law, the Corporation's Articles of Incorporation, or these Bylaws;

(c) To change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(d) To borrow money and incur indebtedness for the Corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

(f) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(g) To act as trustee under any trust incidental to the principal object of the Corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

(h) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the Corporation's purposes.

Section 6.03 Number of Directors. The Board shall consist of a minimum of three (3) and no more than nine (9) Directors, with the actual number to be determined from time to time by the Board. If a charter authorizer representative serves on the Board pursuant to Education Code Section 47604(c), the Board may elect an additional Director to maintain an odd number of Directors, even in excess of the nine (9) Director limit described in this section.

Section 6.04 Election of Directors. Unless an alternative process is adopted or implemented

by the Board, candidates shall be nominated, evaluated and elected as follows:

(a) Candidates will be nominated each spring for Director seat(s) that are expiring. New candidates will be asked to submit a brief narrative statement regarding their qualifications for a position on the Board, including a description of their expertise related to charter school operations and their demonstrated commitment to the Corporation's mission and targeted student population.

(b) The Directors then in office will review the candidates' narrative statements and determine the selection of representatives from the general community with an attempt to achieve the desired commitment level and the mix of skills and expertise necessary to effectively govern the Corporation and its charter school(s).

(c) Directors shall be elected by a majority vote of the Directors then in office, typically at the annual meeting. All Directors shall have full voting rights.

Section 6.05 Terms of Office. Each Director shall hold office for an initial term of five (5) years, and any subsequent term(s) shall be for up to three (3) years each. In order to maintain staggered terms, the Board may designate re-elected Directors to serve a one-, two-, or three-year term. Each incumbent Director shall serve until a successor has been elected and seated by the Board. There shall be no limitation on the number of consecutive terms to which a Director may be reelected. Years shall be measured from the annual meeting of one year through the annual meeting of the following year.

Section 6.06 Events Causing Vacancies on Board. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected and seated by the Board.

Section 6.07 Removal. Any Director may be removed at any time by a majority vote of the Board, with or without cause.

Section 6.08 Resignation. Subject to Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Executive Director, the Chair of the Board, the Clerk of the Board, or the Board as a whole, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without at least one (1) Director in charge of its affairs.

Section 6.09 Brown Act and Charter Schools Act Compliance; Location of Meetings. Meetings of the Board with respect to charter school operations shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (Government Code Sections 54950, *et seq.*) ("Brown Act") and the Charter Schools Act. The Charter Schools Act requires that, for meetings related to charter school operations, the Board shall meet within the boundaries of the county in which the charter school is located and that a two-way teleconference location shall be established at each school site in order for members of the public to participate in the meeting. For nonclassroom-based charter schools, the "county in which the charter school is located" shall be the county in which the greatest number of its students reside.

Section 6.10 Annual Meetings. The Board shall meet annually for the purpose of organization, election of directors and officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Section 6.11 Regular Meetings. The Board shall hold regular meetings, along with the annual meetings, at such times and places as may from time to time be fixed by the Board. Regular meetings of the Board related to charter school operations shall be called, held, and conducted in accordance with the Brown Act and the Charter Schools Act, including that agendas for such meetings will be posted seventy-two (72) hours prior to the meeting in a location that is freely accessible to members of the public and on the school's website. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 6.12 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Executive Director, the Chair of the Board, the Clerk of the Board, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email. Notice of special meetings related to charter school operations shall be provided at least twenty-four (24) hours prior to the meeting and shall be held in locations and in a manner consistent with the Brown Act and the Charter School Act.

Section 6.13 Quorum. A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, subject to the provisions of Corporations Code Section 5212 (appointment of committees), Section 5233 (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) (indemnification of directors), and except as may be otherwise provided under the Political Reform Act, if applicable. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy.

Section 6.14 Participation by Teleconference. Directors may participate in a meeting of the Board through the use of teleconference telephone, electronic video communication, or similar communications equipment, so long as each Director participating in such meeting can communicate with all of the other Directors concurrently and is provided the means of participating in all matters before the Board. In addition, a Board meeting related to charter school operations must be noticed and conducted in compliance with Section 54953(b) of the Brown Act and the Charter Schools Act, including without limitation the following:

- (a) At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the county in which the charter school is located (i.e., the county in which the greatest number of its students reside);
- (b) All votes taken during a teleconference meeting shall be by roll call;
- (c) Agendas shall be posted at all teleconference locations, with each location identified in the notice and agenda of the meeting;
- (d) All locations where a member of the Board participates via teleconference must be fully accessible to members of the public and shall be listed on the agenda;

(e) Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board directly at each teleconference location; and

(f) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 6.15 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.16 Action Without Meeting. The Board may take action without a meeting with respect to activities that are not related to charter school operations, if any, so long as all Directors on the Board consent in writing to such action and if allowed by applicable law under the Government and Educations Codes. Such written consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the Board.

Section 6.17 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.18 Compensation and Reimbursement. Directors may receive such compensation for their service as Directors and/or officers the Board may establish by resolution to be just and reasonable compensation as to the Corporation at the time that the resolution is adopted. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the Corporation's business.

Section 6.19 Interested Person. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. The Board may adopt other policies circumscribing potential conflicts of interest.

ARTICLE VII. OFFICERS

Section 7.01 Required Officers. The California Nonprofit Public Benefit Corporation Law requires that the Corporation shall have at a minimum: (a) a Chair of the Board, a President, or both; (b) a Secretary; and (c) a Treasurer, a Chief Financial Officer, or both. The individuals holding these officer positions are reported to the Secretary of State through the Statement of Information. However, the Corporation may refer to these officer positions using different titles. This Corporation shall have an Executive Director who serves as the chief administrator and shall be reported as the President of the Corporation, a Chair of the Board, a Clerk of the Board who shall be reported as the Secretary, and a Treasurer who may also be referred to as and shall be reported as the Chief Financial Officer.

Section 7.02 Permitted Officers. The Board may also appoint one or more Vice Presidents or

Vice Chairs, and such other Board officers as the business of the Corporation may require, each of whom shall be elected or appointed to hold office, have such authority and perform such duties as the Board may determine.

Section 7.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that neither the Secretary (i.e., the Clerk of the Board), the Treasurer nor the Chief Financial Officer may serve concurrently as the Chair of the Board or the President (i.e., the Executive Director).

Section 7.04 Election. Except for the Executive Director, the Clerk of the Board and the Chief Financial Officer (if any) who may serve by employment contract, the Corporation's officers shall be elected annually by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 7.05 Removal. Any officer may be removed, either with or without cause, by the Board at any time. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.06 Resignation. Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect upon receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.07 Vacancies. A vacancy in any office for any reason shall be filled in the manner as these Bylaws provide for election to that office, provided that such vacancies shall be filled as they occur.

Section 7.08 Executive Director. The Corporation shall have an Executive Director who shall be the general manager and chief executive officer of the Corporation, and, subject to the control of the Board and his or her contract of employment, shall generally supervise, direct, and control the activities, affairs, and employees of the Corporation, and shall see that all resolutions of the Board are carried into effect, and shall perform any and all other duties assigned by the Board, and by contract if an employee. The Executive Director shall be reported on the Statement of Information filed with the Secretary of State as the Chief Executive Officer of the Corporation.

Section 7.09 Chair of the Board. The Board shall elect one Director to serve as the Chair of the Board that presides at the Board meetings and exercises and performs such other powers and duties as the Board may assign from time to time.

Section 7.10 Clerk of the Board. The Clerk of the Board shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees, shall supervise the giving of such notices as may be proper and necessary, shall supervise the keeping of the minute books of this Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Clerk of the Board shall be reported on the Statement of Information filed with the Secretary of State as the Secretary of the Corporation.

Section 7.11 Treasurer/Chief Financial Officer. The Treasurer/ CFO is the chief financial officer of this Corporation and shall supervise the charge and custody of all funds of this Corporation, the

deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The duties of the Treasurer/Chief Financial Officer may be delegated to an employee or a third party by contract; however subject to Section 7.03 above, an individual must be reported on the Statement of Information filed with the Secretary of State as the Chief Financial Officer of the Corporation.

Section 7.12 Compensation of Officers. Subject to Section 6.18 above, the salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers are appointed by the Executive Director, the Executive Director shall also have the authority to fix such officers' salaries, if any. In all cases, any salaries received by the Corporation's officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable purposes of the Corporation.

ARTICLE XIII. COMMITTEES

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors or others to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- (a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of the Corporation's Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees having the authority of the Board; or
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee.

Section 8.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. Meetings of committees related to charter school operations shall be

conducted in accordance with the Brown Act, if applicable. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws and the Brown Act, if applicable. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 8.03 Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein from the members of the Board.

Section 8.04 Audit Committee. For any tax year in which the Corporation has non-governmental gross revenues of \$2 million or more or is otherwise required by applicable law to have an independent audit, this Corporation shall have an Audit Committee whose members shall be appointed by the Board, and may include both Directors and non-Directors, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the Chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the Executive Director and the Treasurer/Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this Corporation; and (e) Audit Committee members may not receive compensation greater than the compensation paid to Directors for their service on the Board (as provided herein, members of the Board are not compensated for service on the Board).

The Audit Committee shall: (1) recommend to the full Board for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board; (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this Corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this Corporation by the auditor's firm.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 9.01 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" shall have the same meaning herein as in Section 5238(a) 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 9.02 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

Section 9.03 Non-Liability of Directors. No Director shall be personally liable for the Corporation's debts, liabilities, or other obligations.

ARTICLE X. RECORDS AND REPORTS

Section 10.01 Maintenance of Corporate Records. The Corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law.

Section 10.02 Inspection. Every Director shall have the right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the Corporation, subject to applicable law. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. 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.

Section 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the Corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable 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 the 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.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by 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 10.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

ARTICLE XI. OTHER PROVISIONS

Section 11.01 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit 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, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 11.02 Fiscal Year. The fiscal year of the Corporation shall be from July 1st through June 30th of the following year.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 12.01 Bylaw Amendments. The Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Directors then in office.

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CERTIFICATE OF ADOPTION

I certify that I am the Clerk of the Board of Pathways Academy Adult Education, a California nonprofit public benefit corporation, and that the foregoing Amended and Restated Bylaws constitute the Bylaws of such Corporation that were duly adopted by its Board of Directors on September 14, 2022.

IN WITNESS WHEREOF, I have executed this certificate on September 14, 2022.

Tabitha Richard

Clerk of the Board,
Pathways Academy Adult Education