

FOURTH AMENDED BYLAWS
OF
ENVIRONMENTAL CHARTER SCHOOLS

I. MEMBERSHIP

The corporation shall have no members as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law.

II. BOARD OF DIRECTORS

A. Powers

The Board of Directors (the "**Board**") shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitations of the California Nonprofit Corporation Law, the Articles of Incorporation ("**Articles**"), these Bylaws ("**Bylaws**"), and applicable laws affecting charter schools. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

- I. To elect and remove Directors.
2. To select and remove officers, agents and employees of the corporation; to prescribe powers and duties for them; and to fix their compensation.
3. To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations.
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the corporation.
5. To act as Director under any trust incidental to the corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
6. To acquire real or personal property, 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 such property.

7. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
8. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.
9. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the California Nonprofit Public Benefit Law and the limitations noted in these Bylaws.

B. Number of Directors

The authorized number of Directors of the corporation (including vacancies) shall be not less than five (5) nor more than thirteen (13), with the exact number of Directors to be fixed within the limits specified herein by resolution of the Board as enacted from time to time. No reduction of the authorized number of Directors shall have the effect of shortening the term of the incumbent Director.

C. Election of Directors

1. Election. A majority of the Directors then in office, whether or not the number of Directors in office is sufficient to constitute a quorum, shall elect the remaining Directors. Notwithstanding the foregoing, the school district or other agency that has approved a charter authorizing the corporation to operate and manage a charter school, may, but shall not be required to, designate a Director.
2. Eligibility. The Board may elect any person who in its discretion it believes will serve the interests of the corporation faithfully and effectively. In addition to any other eligible candidates, the Board will consider, but not require the following persons for board membership:
 - a. A parent of an active student enrolled at a charter school operated and managed by the corporation, who is designated by the Parents' Council to represent that Association (the "**Parent Representative**").
 - b. Persons representing the state and local education industries, not including the chartering organization representatives as set forth in Section II(C)(1) ("**Education Representatives**").

- c. Persons representing the local environmental industry ("**Environmental Representatives**").
 - d. Persons representing other nonprofit organizations ("**Nonprofit Representatives**").
 - e. Persons representing local corporate and business communities ("**Corporate and Business Representatives**").
3. Interested Persons. No persons serving on the Board may be interested persons. For purposes of these Bylaws, 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; or (b) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.
4. Conflict of Interest. With respect to financial interests, the corporation and Directors are subject to California's conflict of interest laws, including, without limitation, Sections 1090 and 81000 *et seq.* of the Government Code. With respect to non-financial interests, any Director who has a personal non-financial interest that will prevent such Director from applying his or her disinterested skill and undivided loyalty to the corporation in voting on any issue before the corporation shall not vote on such issue. Notwithstanding, the foregoing, any Director not voting may be counted for purposes of determining whether a quorum is present.
5. Term of Office
- a. The term of office of all members of the initial Board of Directors shall be one year.
 - b. At the end of the first year, the Board shall provide for staggered terms of its Directors, by designating approximately one-third of the Directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each Director shall continue as follows: (1) Parent Board Representatives shall serve a one-year term, (2) Education Representatives shall serve a two-year term, and (3) all other Directors shall serve a three-year term.
 - c. The term of office of a Director elected to fill a vacancy begins on the date of the Director's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the

resignation, removal, or death of a Director, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.

- d. A Director's term of office shall not be shortened by any reduction in the number of Directors resulting from any amendment of the Articles or the Bylaws or other Board action.
 - e. A Director's term of office shall not be extended beyond that for which the Director was elected by amendment of the Articles or the Bylaws or other Board action.
6. Time of Elections. The Board shall elect Directors at the Annual Meeting to take office on July 1 of that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose. In the event the Board does not conduct elections, Directors shall continue to serve in such capacity until the Board holds elections at an Annual, Regular or Special Meeting.

D. Removal of Directors

The Board may remove a Director without cause as provided by the California Nonprofit Corporation Law. The Board may also remove any Director who:

- 1. Has failed to attend three (3) or more of the Board's Regular Meetings in any calendar year.
- 2. Has been declared of unsound mind by a final order of court.
- 3. Has been convicted of a felony.
- 4. Has been found by a final order or judgment of any court or the California Attorney General to have breached any duty imposed by law, including, without limitation, the California Nonprofit Corporation Law and conflict of interest laws.
- 5. For such other good causes as the Board may determine.

E. Resignation by Director

A Director may resign by giving written notice to the Board President or Secretary. The resignation is effective on the giving of notice, or at

any later date specified in the notice. A Director may not resign if the Director's resignation would leave the corporation without a duly elected Director in charge of its affairs, without first giving notice to the California Attorney General.

F. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these Bylaws, or upon a Director's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Directors.

G. Compensation of Directors

Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual, necessary and reasonable expenses while conducting corporation business.

H. Charter Authorizing Agency Representatives

Notwithstanding any other provision of these Bylaws, any Director who is appointed to the Board by a charter authorizing agency pursuant to Section II(C)(1) and Education Code Section 47605(b) shall hold office for a term expiring on the second 30th of June occurring after the date the Director takes office and may serve any number of additional terms as appointed by the charter authorizer at the conclusion of each term. During the Director's term, said Director will serve his/her term until the conclusion of his/her term or until he/she has resigned or been removed or replaced by the appointing charter authorizing agency and shall serve at the pleasure of and be removed only by the action of that appointing charter authorizing agency or its designee. The charter authorizing agency or designee may remove and/or replace its appointed Director at any time, in its sole discretion, with or without cause. Any qualifications or processes for appointment or service on the Board and/or causes or procedures for removal of a Director set forth elsewhere in these Bylaws shall not apply to any Director appointed by a charter authorizing agency pursuant to Education Code Section 47604(b).

III. PRINCIPAL OFFICE

The corporation's principal office shall be in the City of Lawndale, California, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

IV. MEETINGS OF THE BOARD

A. Public Meetings

All meetings of the Board shall be held in strict compliance with the Ralph M. Brown Act (Government Code Section 54950 *et seq.*) (The "Brown Act")

B. Place of Meetings

Unless otherwise specified in a notice of meeting, Board Meetings shall be held at the corporation's principal office.

C. Videoconference and Teleconference Meetings

Any annual, regular or special meeting may be held by videoconference or teleconference so long as such meeting is held in accordance with the Brown Act.

D. Annual Meetings

An Annual Meeting shall be held in May of each year as part of a regularly scheduled meeting of the Board for the purpose of electing Directors, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

E. Regular Meetings

Regular Meetings shall be held every other month on the last Thursday. The Board may amend the established time and place for regular meetings by resolution or amendment to these Bylaws.

F. Special Meetings

A Special Meeting shall be held at any time called, noticed and held in compliance with the requirements of the Brown Act and Section 5211 of the California Nonprofit Corporation Law.

G. Adjournment

A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be provided in accordance with the Brown Act.

H. Notices

Notices of Board Meetings shall be provided in accordance with

requirements of the Brown Act. The notice must include a recitation or copy of the meeting's agenda. It must state the time and place of the meeting, and all the business to be transacted or discussed. The Board cannot consider business not in the notice or agenda except as otherwise may be excepted under the Brown Act, including, without limitation, agenda items of an emergency nature as described in Section 54956.5 of the Government Code.

V. **ACTION BY THE BOARD**

A. **Quorum**

A Quorum consists of a majority of the number of the elected Directors.

B. **Action by the Board**

1. Actions Taken at Board Meetings. The actions taken and decisions made by a majority of the Directors present at a meeting duly held at which a quorum is present are the actions and decisions of the Board.

The Board may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required.

2. No Development of Actions Without a Meeting. In compliance with the Brown Act, Board members shall not engage in "any use of direct communication, personal intermediaries, or technological devices that are employed by a majority of the members of the legislative body to develop a collective concurrence as to action to be taken on an item by the members of the legislative body."

C. **Committees**

1. Appointment of Committees. The Board may appoint one or more Board Committees by vote of the majority of Directors. A Board Standing Committee will consist of not less than two Directors, who shall serve at the pleasure of the Board.
2. Authority of Board Committees. The Board may delegate to a Board committee any of the authority of the Board, except with respect to:
 - a. The election of Directors.
 - b. Filling vacancies on the Board or any committee, which has the authority of the Board.
 - c. The fixing of Director compensation for serving on the Board or on any committee.

- d. The amendment or repeal of any Board resolution.
 - e. The amendment or repeal of Bylaws or the adoption of new Bylaws.
 - f. The appointment of other committees of the Board, or the members of the committees.
 - g. The expenditure of corporate funds to support a nominee for Director.
 - h. The approval of any self-dealing transaction, as defined by the California Nonprofit Corporation Law.
3. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.
4. Standing Committee. Any Standing Committee of the Board shall comply with the requirements of the Brown Act. Standing committees include but are not limited to the following: Governance, Finance, Disciplinary Hearing Committee, Development, Compensation, and Facilities.
5. Advisory Committees. Notwithstanding anything to the contrary contained herein, and except as otherwise provided in the California Corporations Code, the Board may, from time to time, appoint certain advisory committees (also known as "Site Committees") as deemed appropriate, consisting of Directors or persons who are not Directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of and procedures for meetings of advisory committees shall be as prescribed by the chairperson of each such advisory committee, and meetings of the advisory committees may be called by the Board at any time. It is contemplated that advisory committees may be established by the Board to assist in providing advice and counsel to the Board and the officers of the corporation with respect to specific issues concerning the charter operated and managed by the corporation. However, the Board and the officers of the corporation will retain ultimate responsibility for management decisions concerning such charter schools. Notwithstanding the foregoing, to the extent any advisory committee consists of Directors constituting a quorum (or more) of the Directors of the Board, such advisory committee shall comply with the Brown Act, including, without limitation, notice of and procedures for meetings of such advisory committee.

D. Fiduciary Duties: Standard of Care

1. Performance of Duties. Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in the corporation's best interest and with such care, skill and diligence, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In other words, each Director shall stand in a fiduciary relation to the corporation.
2. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
 - a. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented.
 - b. Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence.
 - c. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
3. Investments. In investing and dealing with all assets held by the corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

E. Rights of Inspection

Every Director has the right to inspect and copy during reasonable business hours all books, records and documents of every kind and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information. This right to inspect is circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under Family Educational Rights and Privacy Act) pertaining to access to books, records, and documents.

F. Participation in Discussions and Voting

Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except insofar as a Director shall be excused from the discussion and vote on any matter involving: (1) a self-dealing transaction; (2) a conflict of interest, (3) indemnification of that Director; or (4) any other matter at the discretion of a majority of the Directors then present.

G. Duty to Maintain Board Confidences

Every Director has a duty to maintain the confidentiality of all Board actions taken in closed session of a meeting of the Board, including, without limitation discussions and votes. Any Director violating this confidence may be removed from the Board.

VI. OFFICERS

A. Officers

The officers of the corporation consist of a President, Vice President, a Secretary and a Chief Financial Officer (hereinafter "**Treasurer**"). The corporation also may have such other officers, as the Board deems advisable.

1. President. Subject to Board control, the President has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. If present, the President shall preside at Board meetings.
2. Vice President. If the President is absent or disabled, the Vice President shall perform all the President's duties and, when so acting, shall have all the President's powers and be subject to the same restrictions. The Vice President shall have other such

powers and perform such other duties as the Board may prescribe.

3. Secretary. The Secretary shall: (a) keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.
4. Treasurer. The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Director; (c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render to the President and the Board, as requested, but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

B. Election, Eligibility and Term of Office

1. Election. The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
2. Eligibility. A Director may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the President.
3. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer's rights, if any, under an employment contract, nor shall such removal affect the officer's position as a member of the Board unless the Board also removes the officer as a member of the Board. Any officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date of specified in the notice.

VII. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the corporation's debts, liabilities or other obligations.

VIII. INDEMNIFICATION OF CORPORATE AGENTS

The corporation shall indemnify any Director, officer, employee or other agent of this corporation, who has been successful (1) on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the corporation's agent, or (2) in defense of any claim, issue or matter therein. In such case, the corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.

If the corporate agent either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, the California Nonprofit Corporation Law.

IX. INSURANCE FOR CORPORATE AGENTS

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, employee or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing 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 the California Nonprofit Corporation Law.

X. SELF-DEALING TRANSACTIONS

The corporation shall not engage in any self-dealing transactions, except as approved by the Board and in accordance with applicable law, including, without limitation Section 1090 and 81000 et seq. of the Government Code and Section 5233 of the California Nonprofit Corporation Law. "Self-dealing transaction" means a transaction to which the corporation is a party in which one or more of the Directors has a material financial interest ("**Interested**

Director(s)").

XI. OTHER PROVISIONS

A. Fiscal Year

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

B. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

C. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the President, Treasurer or other officer designated by the Board.

D. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law and the Brown Act shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.

E. Interpretation of Charter

Whenever any provision of these Bylaws is in conflict with the provisions of any applicable Charter, the applicable Charter shall control. In the event of any such conflict between these Bylaws and an applicable Charter, or a conflict among Charters, the Directors shall resolve such conflict(s) and amend these Bylaws accordingly, including by taking prompt action to revise these Bylaws to make them consistent with the requirements of the applicable Charter or seeking a material revision to the applicable Charter to make the Charter and Bylaws Consistent.

F. Governing Law

These Bylaws shall be interpreted, construed and administered in accordance with the laws of the State of California.

G. Dissolution of Corporation and Distribution of Assets

Notwithstanding anything to the contrary contained herein, upon the winding up and dissolution of the corporation, including the payment of and/or adequate provision for the debts and obligations of the corporation, the remaining assets of the corporation shall be distributed in accordance with the Articles, as may be amended.

H. Nondiscrimination

The corporation does not discriminate on the basis of disability, gender, gender identity, gender expression, nationality, legal or economic status, primary language or English Learner status, race or ethnicity, religion, sexual orientation, immigration status or any other characteristic that is contained in the definition of hate crimes set forth in Penal Code Section 422.55 or any other characteristic protected by law or association with an individual who has any of the aforementioned characteristics in the administration of its educational policies, admissions policies, and athletic and other school-administered programs. The corporation shall comply at all times with all applicable federal, state and local anti-discrimination laws.

I. California Governing Law

Notwithstanding anything to the contrary contained herein, these Bylaws shall be subject, in all respects, to applicable law, including, without limitation, to the extent applicable, the California Nonprofit Corporation Law, the California Nonprofit Integrity Act of 2004 and the Brown Act.

XII. AMENDMENT

A majority of the Directors then in office may adopt, amend or repeal these Bylaws. However, any adoption, amendment or repeal of these Bylaws may be effected only when in compliance with the specific provisions for doing so as set forth in any charter.


Specifically, so long as the corporation is operating Environmental Charter High School ("ECHS") under a Charter approved by the Lawndale Elementary School District ("LESD"), the corporation shall provide written notice to the LESD Superintendent or designee of any proposed revision(s) to these Bylaws no less than thirty days prior to the proposed effective date of the revision(s). Should the LESD Superintendent or designee indicate that LESD considers the proposed revision(s) to be a material revision to the governance structure of ECHS and/or the ECHS Charter, the revision(s) shall not become

effective unless and until the revision(s) is first approved through the process set forth in Education Code section 47607 for a material revision to the ECHS Charter. If LESD fails to provide notice to the corporation within 30 days after submission that LESD considers the revision(s) to be material, LESD will be deemed to have consented to the proposed revision(s).

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of Environmental Charter Schools, a California nonprofit public benefit corporation duly organized and existing under the laws of the State of California, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation, which Directors are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.

Dated: 11/26/2018



Denise Berger
ECS Board Secretary