

BYLAWS  
OF  
New Millennium Secondary School

**A California Nonprofit Public Benefit Corporation**

**SECTION 1**

**NAME**

The name of this corporation is New Millennium Secondary School.

**SECTION 2**

**OFFICES**

The principal office of the Corporation for its transaction of business is located at 1301 West 182<sup>nd</sup> Street, Gardena, CA 90248.

The Board of Directors is granted full power and authority to change the location of the principal office by an amendment of these Bylaws.

The Board may at times establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**SECTION 3**

**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 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 4**

**PURPOSES**

This corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose of this corporation shall be to organize and support public charter schools that offer a rigorous, affirming, and culturally relevant curriculum and to carry on other charitable and educational

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activities associated with this goal as allowed by law. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code § 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code § 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code § 170(c)(2) or the corresponding provision of any future United States internal revenue law.

## **SECTION 5**

### **POLICY OF NONDISCRIMINATION**

This corporation is non-sectarian in its programs, policies, employment practices, and all other operations. It does not discriminate on the basis of race, ethnicity, national origin, gender, sexual orientation, religion or spiritual practice, or disability.

## **SECTION 6**

### **DEDICATION OF ASSETS**

This corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision of payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that has established its exempt status under Internal Revenue Code § 501(c)(3) (or the corresponding provisions of any future internal revenue law), and that has established its exempt status under California Revenue and Taxation Code § 23701(d) (or the corresponding provisions of any future California revenue and taxation law).

## **SECTION 7**

### **NO VOTING MEMBERS**

The Corporation shall have no voting members within the meaning of the Nonprofit Public Benefit Corporation Law. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members will vest in the Directors.

## **SECTION 8**

### **DIRECTORS**

#### **Number**

The Corporation may not have less than five nor more than thirty Directors, except in its first year of operation or as a result of the resignation of one or more Directors. The number of Directors, within the range above, will be fixed by the Board from time to time.

#### **Qualifications**

The Directors of the Corporation must be residents of the State of California and have a strong history of community involvement and organizational management.

#### **Term Of Office**

Each Director will be elected to hold office for the term of two (2) years, renewable and without term limits.

#### **Nomination**

Any person qualified to be a Director under this section of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

#### **Election**

The Directors will be elected at each regular meeting of the Board of Directors as prescribed by this section of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by this section of these Bylaws.

#### **Compensation**

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Directors shall receive no compensation for services as a Director.

### **Giving**

All Directors shall make an annual donation to the organization at their discretion.

## **SECTION 9**

### **MEETINGS OF BOARD OF DIRECTORS**

#### **Call Of Meetings**

Meetings of the Board may be called by the Board Chair, the Secretary, or any two Directors.

#### **Place Of Meetings**

All meetings of the Board will be held at the principal office of the Corporation or at any location specified by resolution of the Board. However, the location of the meeting must be held within the boundaries of the territory over which the Board has jurisdiction. Thus, meetings of the Board should be conducted within the jurisdictional boundaries of LAUSD.

#### **Regular Meetings**

Regular meetings of the Board of Directors will be held at least once per quarter. Notice of each meeting of the Board shall be given to each Director, and notice of each public meeting of the Board shall be posted at the principal office and other offices of the Corporation and on its Internet web site, if possible. Such notices will indicate the location, date and time of the meeting. All meeting schedules will be posted for a minimum of 72 hours in advance, in compliance with the Brown Act.

#### **Special Meetings**

Special meetings of the Board may be called by the Board Chair, the Secretary, or any two Directors. Special meetings may be held on 24 hours notice and will follow public notification rules as set forth in the Brown Act. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the

commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

### **Quorum**

A majority of the Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

### **Transactions Of Board**

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

### **Conduct Of Meetings**

The Board Chair or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting. The Brown Act authorizes teleconference meetings in connection with any meeting within the subject matter jurisdiction of the Board as long as specific requirements are satisfied, including:

- Agendas must be posted at all teleconference locations.
- Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding.
- Each teleconference location shall be accessible to the public from locations within the boundaries of the territory over which the Board exercises jurisdiction.

### **Adjournment**

A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. The time and place of the adjourned meeting must also be provided to the public, in accordance with the Brown Act.

## **SECTION 10**

### **REMOVAL OR RESIGNATION OF DIRECTORS; VACANCIES ON BOARD**

#### **Removal For Cause**

The Board may declare vacant the office of a Director on the occurrence of any of the following events: (1) The Director has been declared of unsound mind by a final order of court. (2) The Director has been convicted of a felony. (3) The Director has failed to attend three (3) consecutive meetings of the Board.

#### **Removal Without Cause**

Any Director may be removed without cause if removal is approved by the Board of Directors.

#### **Resignation Of Director**

Any Director may resign effective on giving written notice to the Board Chair or the Secretary. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

#### **Board Vacancies**

Vacancies on the Board of Directors occur (a) on the death, resignation, or removal of any Director; (b) whenever the number of authorized Directors is increased; and (c) on the failure of the members in any election to elect the full number of authorized Directors.

Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office; (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or (c) a sole remaining Director.

## **SECTION 11**

### **OFFICERS**

The officers of the Corporation shall be a Board Chair a Secretary, a Treasurer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. Any number of offices may be held by the same person.

## **SECTION 12**

### **APPOINTMENT, REMOVAL, OR RESIGNATION OF OFFICERS**

The officers will be chosen by the Board and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

## **SECTION 13**

### **DUTIES OF OFFICERS**

#### **Board Chair**

The Board Chair will perform all duties incident to the office of Board Chair and any other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors. The Chair will preside at all meetings of the Board of Directors.

The Board Chair or the Treasurer is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation upon approval of such vote or execution by the Board.

#### **Secretary**

The Secretary will keep or cause to be kept at the principal office of the Corporation, or other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

#### **Treasurer**

The Treasurer of the Corporation will cause to be kept and maintained in written form, or any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business

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transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, surpluses and deficits. The books and records of account will at all times be open to inspection by any Director of the Corporation. The Treasurer will cause to be deposited all moneys and other valuables in the name of and to the credit of the Corporation with depositaries as may be designated by the Board of Directors. The Treasurer will cause to be disbursed the funds of the Corporation as ordered by the Board of Directors, and will render to the Directors, on request, an account of all financial transactions of the Corporation and of the financial condition of the Corporation. The Treasurer will perform any other and further duties as may be required by law or as reasonably may be prescribed or required from time to time by the Board of Directors or these Bylaws.

## **SECTION 14**

### **CONTRACTS WITH DIRECTORS AND OFFICERS**

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

## **SECTION 15**

### **LOANS TO DIRECTORS AND OFFICERS**



This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

## **SECTION 16**

### **INDEMNIFICATION**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code §5238(b) or (c), the Board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or (c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this section of these Bylaws in defending any proceeding covered by this section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

## **SECTION 17**

### **INSURANCE**

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance, to the 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 18**

### **CORPORATE RECORDS AND REPORTS**

The Corporation must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The Corporation must also maintain minutes in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

## **SECTION 19**

### **AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the Corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this Corporation.

## **SECTION 20**

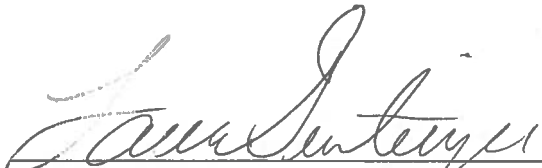
### **AMENDMENT OF ARTICLES**

Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

After members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct

an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.



Laura Guiterrez, NMSS Board Secretary