

BYLAWS OF
Allegiance STEAM Academy
(A California Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

Section 1. NAME. The name of this corporation is Allegiance STEAM Academy.

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the corporation is PO BOX 2414, Chino, California 91708. The Board of Directors (“Board”) may change the location of the principal office.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors 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
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to provide public education and school choice, including by way of the operation of Allegiance STEAM Academy, a school for science, technology, engineering, art and mathematics using STEAM method of instruction. Also in the context of these purposes, the corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the corporation.

The corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE V
DEDICATION OF ASSETS

Section 1. 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 the corporation’s articles of incorporation.

ARTICLE VI
MEMBERS

Section 1. NO MEMBERS. The corporation shall not have any members.

Section 2. ASSOCIATES. Nothing in this Article VI shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members of the corporation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law, including honorary or donor members. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

Section 3. AUTHORITY VESTED IN BOARD OF DIRECTORS. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights that would otherwise vest in the members shall vest in the Board.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the follow powers:

- a. Approve personnel policies and monitor their implementation; to appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; to fix their compensation.
- b. Conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's articles of incorporation or these bylaws;
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.
- e. 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;
- f. 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
- g. 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 3. DESIGNATED DIRECTORS AND TERMS; ELECTION. The number of Directors shall be no less than three (3) and no more than five (5), unless changed by amendments to these bylaws. All Directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b).

All Directors shall be nominated and elected by the existing Board of Directors, consistent with the procedures provided in the approved charter(s) of charter schools operated by the corporation.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. The corporation shall comply with Corporations Code section 5227's restriction on interested Directors. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERM. Except for the initial Board of Directors, each director shall hold office unless otherwise removed from office in accordance with these bylaws for three (3) years and until a successor director has been designated and qualified. Terms for the initial Board of Directors shall be staggered as drawn by lot with two (2) seats serving a two (2) year term and three (3) seats serving a three (3) year term.

Section 6. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of Directors.

Section 7. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 8. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

Section 9. REMOVAL OF DIRECTORS. Any Director may be removed, with or without cause or by a vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a Director shall be filled as provided in Section 10.

Section 10. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by nomination and election of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board or (b) a sole remaining Director.

Section 11. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.

Section 12. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the corporation. The Board of Directors may also designate that a meeting be held at any place within the boundaries of the school district that has authorized a charter petition to be operated by the corporation. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 13. MEETINGS. ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed; and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as

may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

Section 14. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 15. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the President is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof. At least 24 hours before a special meeting, the party calling the special meeting, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 16. NOTICE OF MEETINGS. Directors shall receive notice of meetings in the following manner:

Notice shall be addressed or delivered to each Director at the Director's email address or address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director, or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.

Section 17. QUORUM. A majority of the Directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors, except as otherwise required by law, will be by majority vote of the Directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the Directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 18. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the Directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 19. COMPENSATION AND REMBURSEMENT. Directors may not receive compensation for their services as Directors. Directors shall be entitled to the reimbursement of actual and necessary expenses incurred when conducting the corporation's business.

Section 20. POWER AND CREATION OF COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees of the Board, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of Directors. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent

member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, requires approval of all of the Directors or approval of a majority of all Directors;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Fix compensation of the Directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees having authority of the Board of Directors or appoint the members of committees of the Board;
- g. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest.

The Board may also create one or more advisory committees composed of Directors and/or non-Directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in committee meetings. The Board may establish, by resolution adopted by a majority of the Directors then in office, advisory committees to serve at the pleasure of the Board.

Section 21. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 22. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 23. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. As to any charter school operated by the corporation, the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation, at the Board's direction, may also have a Chairman of the Board. The corporation may also have, at the discretion of the Board, such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen every two (2) years by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. PRESIDENT. Subject to the control of the Board, and subject to the President's contract of employment, if any, the President is the general manager and chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The President has the general powers and duties of management usually vested in the office of President and such other powers and duties as may be prescribed from time to time by the Board.

Section 9. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and

perform such other powers and duties as the Board of Directors may assign from time to time. In the absence of the Chairman, the Secretary shall preside at Board of Directors meetings.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of the Directors present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

The Secretary shall organize Brown Act training and serve as a liaison to the chartering agency, if any, on issues related to policy and records.

Section 11. TREASURER. The treasurer shall oversee or cause to be overseen all books, records of accounts, and business transactions; oversee all deposits and disbursements of money and valuables; oversees the formation and function of annual audit committee findings and reporting; and serve as a liaison to the chartering agency, if any, on issues related to fiscal matters.

ARTICLE IX CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors that have a material financial interest).

ARTICLE X INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

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

ARTICLE XI INSURANCE

Section 1. INSURANCE. This corporation shall have the right to purchase and maintain insurance on behalf of its Directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

ARTICLE XII MAINTENANCE OF CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS. This 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; and
- c. Such reports and records as required by law.

ARTICLE XIII INSPECTION RIGHTS

Section 1. DIRECTORS' RIGHT TO INSPECT. Every Director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the corporation, any Director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the Director's interest as a Director. Any such inspection and copying may be made in person or by the director's agent or attorney.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Directors at all reasonable times during office hours.

ARTICLE XIV REQUIRED REPORTS

Section 1. ANNUAL REPORTS. Pursuant to Corporations Code section 6321, the Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the corporation's fiscal year, that report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws.

Section 2. 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 mail or deliver to each Director and furnish to each Director any information required by Section 6322 of the California Nonprofit Corporation Law, with respect to the preceding year.

ARTICLE XV BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the Directors then in office, except that no amendment shall make any provisions of these Bylaws inconsistent with the corporation's articles of incorporation, or any laws.

ARTICLE XVI FISCAL YEAR

FISCAL YEAR OF THE CORPORATION. The fiscal year of the corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Allegiance STEAM Academy, a California nonprofit public benefit corporation; that these bylaws, consisting of 12 pages (including this certificate), are the Bylaws of this corporation as adopted by the Board of Directors on December 21, 2017, and that these bylaws have not been amended or modified since that date.

A handwritten signature in black ink, appearing to read "Vanessa Quintana", with a horizontal line underneath.