

SECOND RESTATED BYLAWS

OF

TRACY LEARNING CENTER

**SECOND RESTATED BYLAWS
OF
TRACY LEARNING CENTER**

A California Nonprofit Public Benefit Corporation

**ARTICLE I
Name**

The name of this corporation is Tracy Learning Center.

**ARTICLE II
Purposes**

The corporation is organized for the specific and general purposes specified in its Articles of Incorporation.

**ARTICLE III
Offices**

Section 1. Principal Office.

The corporation's principal office shall be located at 51 E. Beverly Place, Tracy, California 95376, California. The Board of Directors ("Board" or "Governing Board") is granted full power and authority to change the principal office from one location to another within California.

Section 2. Other Offices.

Branch or subordinate offices may at any time be established by the Board at any place or places where the corporation is qualified to do business.

**ARTICLE IV
Membership**

Section 1. Members.

Unless and until these bylaws are amended to provide otherwise, this corporation shall have no statutory members, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall rest in the Board.

Section 2. Associates.

Nothing in this Article shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Section 5056

of the California Nonprofit Corporation Law. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of directors, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056. 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.

ARTICLE V Board of Directors

Section 1. Powers.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation 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 activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- i. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; to fix their compensation; and to require security from them for faithful service;
- ii. To 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;
- iii. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;
- iv. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;

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business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 12. Telephonic and Electronic Video Meetings.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. To the extent the meeting is related to a charter held by the corporation and the corporation is required to follow the Brown Act, such teleconferenced meetings of the Board shall comply with the requirements set forth in Government Code Section 54953. To count toward a quorum, such teleconferenced Board members must timely post the meeting agenda in plain sight to the public at their teleconference location, make the location open to members of the public, and the location must be within the jurisdiction of the charter school. Nothing precludes a Board member at such meeting from otherwise attending by telephone, provided that a quorum of members is participating in the meeting either in person or at a teleconference location that may be counted toward a quorum.

Section 13. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, 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.

Section 14. Rights of Inspection.

Subject to applicable federal and state laws regarding pupil confidentiality, every Director has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 15. Board Committees.

The Board may appoint an executive committee and one or more other committees each consisting of two (2) or more Directors to serve at the pleasure of the Board, and delegate to such committee any of the authority of the Board, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- b. The fixing of compensation of the Directors for serving on the Board or on any committee;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;

d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

e. The appointment of other committees having the authority of the Board;

f. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of a majority of all members of the Board; or

g. The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Article VI.

Any such committee must be created, and the members thereof appointed, by resolution motion, or other Board action, adopted by a majority of the number of Directors then in office, and any such committee may be designated as an executive committee or by such other name as the Board shall specify. 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. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. To the extent required by law, meetings of board committees will be called, held and conducted in accordance with the Brown Act. Minutes shall be kept of each meeting of each committee.

Section 16. Other Committees.

a. The president, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board which do not have the powers of the Board. The president, with the approval of the Board, shall appoint members to serve on such committees, and shall designate the committee chair. If a Director is on a committee, he or she shall be the chair. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

b. Meetings of a committee may be called by the president, the chair of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

c. Any member of a committee may resign at any time by giving written notice to the president. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The president may, with prior approval of the Board, remove any appointed member of a committee. The president, with the Board's approval, shall appoint a member to fill a vacancy in

any committee or any position created by an increase in the membership for the unexpired portion of the term. To the extent required by law, meetings of committees will be called, held and conducted in accordance with the Brown Act.

Section 17. Fees and Compensation.

Directors and members of committees shall not receive any compensation for their services; however, the Board may approve reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business.

Section 18. Non-Liability of Directors.

No Director shall be personally liable for the debts, liabilities or other obligations of this corporation.

Section 19. Interested Persons.

Not more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons." An "interested person" is (i) any person compensated by the corporation for services rendered to it within the previous twelve (12) months whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a director, and (ii) 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 any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 20. Standard of Care.

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. 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, in each case prepared or presented by:

- i. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- ii. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- iii. A committee of the Board upon which the Director does not serve as to matters within its designated authority, provided the Director believes merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 21. Annual Report.

The Board shall cause an annual report to be prepared and sent to each Director not later than 120 days after the close of the fiscal year. That report shall contain the following information, in reasonable detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the preceding fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the preceding fiscal year;
- d. The corporation's expenses or disbursement for both general and restricted purposes during the preceding fiscal year;
- e. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The report required by this Section shall be accompanied by an independent accountant's report or if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 22. Annual Statement of Certain Transactions and Indemnifications.

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications to each of the Directors no later than 120 days after the close of the fiscal year. If the corporation issues an annual report as set forth in Section 21 of this Article, this requirement shall be satisfied by including the required information, as set forth below, in such report:

- a. Any "covered transaction" (defined below) during the previous fiscal year of the corporation involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested persons" relationship to the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the "interested person" is only a partner, only the interest of the partnership need be stated.
- b. For the purposes of this Section, a "covered transaction" is a transaction in which the corporation, its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

i. Any Director or officer of the corporation, or its parent or subsidiary; or

ii. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

c. The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of the corporation to any officer or Director of the corporation.

For purposes of this Section, any person described in either paragraph (i) or (ii) of subsection b. above is an "interested person."

ARTICLE VI

Transactions Between Corporation and Officers or Directors

Section 1. Self-Dealing Transactions.

Pursuant to Section 5233 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall not be a party to a transaction in which one or more of its directors has a material financial interest ("Interested Director") unless:

a. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction either before or after it was consummated; or

b. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the directors then in office (without including the vote of the Interested Director)

i. Resolves and finds that (1) the transaction is in the corporation's best interests and is entered into for the Corporation's own benefit, (2) the transaction is fair and reasonable as to the corporation, and (3) after reasonable investigation under the circumstances as to the alternatives, the corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances, and

ii. Approves the entire transaction; or

c. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection b. of this section; and the Board, after determining in good faith that the corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the directors then in office, without counting the vote of the Interested Director. However, the Interested Director may be counted in determining the

presence of a quorum at the meeting of the Board which authorizes, approves or ratifies a contract or transaction.

Section 2. Interested Director's Vote.

In determining whether the Board validly met to authorize or approve a self-dealing transaction, an Interested Director may be counted to determine the presence of a quorum, but an Interested Director's vote may not be counted toward the required majority for such authorization, approval, or ratification.

Section 3. Persons Liable and Extent of Liability.

If a self-dealing transaction has not been approved as provided in Section 1 of this Article, the interested director(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the Corporation, considering any benefit received by it and whether or not the interested director(s) acted in good faith and with the intent to further the best interests of the Corporation.

Section 4. Contracts or Transactions with Mutual Directors.

No contract or other transaction between the corporation and any domestic or foreign corporation, firm, or association of which one or more of the corporation's directors is a director is either void or void-able because such director is present at the meeting of the Board or committee thereof which authorizes, approves, or ratifies the contract or transaction if:

a. The material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director; or

b. As to contracts or transactions not approved as provided in subsection a. of this Section, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved, or ratified.

Notwithstanding the foregoing, this Section shall not apply to self-dealing transactions described in Section 1 of this Article above.

Section 5. Corporate Loans and Advances.

The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, except as is expressly allowed under Section 5236 of the California Nonprofit Public Benefit corporation law; provided, however, the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation.

Section 6. General Public Agency Provisions Governing Certain Transactions.

Notwithstanding the foregoing Sections, nothing in this Article VI shall be construed to authorize any transaction otherwise prohibited by California Government Code Section 81000 *et seq.*, or other applicable laws.

ARTICLE VII Officers

Section 1. Officers.

The officers of this corporation shall be a president, one or more vice presidents, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed by the Board. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2. Appointment of Officers.

Except as otherwise specified in Sections 3 and 9 of this Article, the officers of the corporation shall be chosen annually by the Board and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers.

The Board may appoint and may empower the president to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

Section 4. President.

The president is the chief executive officer of the corporation and has general supervision, direction and control of the business and affairs of the corporation. The president has the general management powers and duties usually vested in the office of president of a corporation, as well as such other powers and duties as may be prescribed from time to time by the Board.

Section 5. Vice President.

In the absence or disability of the president, vice president (or if more than one (1) vice president is appointed, in order of their rank as fixed by the Board or if not ranked, the vice president designated by the Board) shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The vice presidents shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6. Secretary.

The secretary shall keep or cause to be kept, at the principal office of the corporation the State of California, the original or a copy of the corporation's Articles of Incorporation and bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The secretary also shall keep or cause to be kept at the principal office, or at such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding; whether regular or special; if special how authorized; the notice thereof given; the names of those present and absent; and the proceedings thereof. The secretary shall give or cause to be given notice of all the meetings of the Board required by these bylaws or by law to be given; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7. Chief Financial Officer.

The chief financial officer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The chief financial officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the corporation as shall be ordered by the Board, shall render to the President and the Directors, upon request, an account of all transactions as chief financial officer. The chief financial officer shall present an operating statement and report, since the last preceding board meeting, to the Board at all regular meetings. The chief financial officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 8. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board at any time. In the case of an officer appointed by the President, the President shall also have the power of removal. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, 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 at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VIII
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.

Section 2. Other Indemnification.

No provision made by this corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which: (i) persons other than such directors and officers may be entitled by contract or under the provisions of the California Tort Claims Act; or (ii) such directors may be entitled under the provisions of the California Tort Claims Act; or (iii) either may otherwise be entitled.

ARTICLE IX
Miscellaneous

Section 1. Fiscal Year.

The fiscal year of the corporation shall be a fiscal year ending June 30.

Section 2. Checks, Drafts.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned

by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board or the executive committee, if any, or by the President.

Section 3. Insurance.

This 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.

ARTICLE X
Effective Date and Amendments

Section 1. Effective Date.

These bylaws and any amendments hereto shall become effective immediately upon their adoption by the vote of a majority of the Directors, unless the Board in adopting them provides that they are to become effective at a later date.

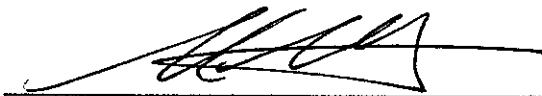
Section 2. Amendment of Bylaws.

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 authorized number of directors.

CERTIFICATE OF ADOPTION

I, the undersigned, do hereby certify that I am the Secretary of Tracy Learning Center and that the foregoing Second Restated Bylaws constitute the bylaws of said corporation as duly adopted by the corporation's Board of Directors on AUGUST, 2016.

Date: August 2016



Signature

Michael Gomour, Secretary