

FIRST AMENDED AND RESTATED BYLAWS
Of
HIGHTECH LA (formerly Los Angeles HighTechHigh),
A California nonprofit public benefit corporation

ARTICLE 1

OFFICES

The principal office and place of business of HighTech LA (formerly known as Los Angeles HighTechHigh), a California nonprofit public benefit corporation (the “corporation”).. shall be in the County of Los Angeles, State of California, or at such place within or without the State of California as the Board of Directors of the corporation (hereinafter sometimes referred to as the “Board”) shall designate. The corporation may also have other offices at any place or places the Board designates.

ARTICLE 2

NO MEMBERS

Section 2.1 **No Members.** The corporation shall have no members as the term “members” are defined by statute (see Section 5056 of the California Nonprofit Corporation Law.) Any action which, by statute, would otherwise require approval by members of a corporation shall require only approval by the Board. All rights which would otherwise vest in the members shall vest in the directors of the corporation.

Section 2.2. **Associates.** Nothing in this Article 2 shall limit the right of the corporation to refer to persons associated with it as “members,” even though such persons are no members of the corporation, as that term is defined by statute. No such reference shall constitute anyone a member of the corporation within the statutory meaning or disqualify the corporation from benefitting, serving or assisting any persons otherwise eligible for such treatment.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 **Powers.** Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, 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 all activities of the

corporation to any person or persons, a 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated by these Bylaws:

- (1) To select and remove the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Board.
- (2) To make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable and as are not inconsistent with the law, the Articles of Incorporation or these Bylaws.
- (3) To borrow money and incur indebtedness for the purpose 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, hypothecation, or other evidences of debt and securities therefor.

Section 3.2 Number of Directors. The authorized number of directors shall consist of not less than five (5) nor more than twenty (20) directors, 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 any incumbent director.

Section 3.3 Election Directors shall be elected at a regular meeting of the Board, but if any such regular meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Board held for that purpose.

Section 3.4 Term of Office. Each director shall hold office for a term of three (3) years and until a successor has been elected and qualified. Directors may not succeed themselves in office, but may return to the Board after being removed. Terms for incumbent directors as of the date of the adoption of these Bylaws shall be fixed by resolution of the Board, but in no event for a term longer than three (3) years from the date of the adoption of the Bylaws. The term of office shall end on the last day of the month of June.

Section 3.5 Removal. Any director may be removed with or without cause by the affirmative vote of a majority of directors present at a meeting duly held at which a quorum is present.

Section 3.6 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 3.7 Vacancies. Vacancies on the Board shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, upon expiration of the term of his or her predecessor and until his or her successor has been elected and qualified. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section 3.8 Interested Directors. Not more than forty-nine (49) percent of the persons serving on the Board at any time may be interested persons. An “interested person” is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law or sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provision of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.9 Place of Meeting. Regular or special meetings of the Board shall be held at any place within the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 3.10 Regular Meetings. Regular meetings of the Board shall be held upon no less than seventy-two hours prior notice given by a public posting of the agenda of each matter to be considered or discussed. Notice of meetings may also be given by sending an agenda of items to be discussed by mail at least seventy-two hours prior to any such meeting.

Section 3.11 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary or any two (2) directors.

- (1) Notice of the time and place of special meetings of the Board shall be given or delivered personally to each director at least forty-eight (48) hours before the meeting, sent to each director by first-class mail at least four (4) days before the meeting or delivered by other form of written or telephonic communications (including facsimile, electronic mail and telephone) at least forty-eight (48) hours before the meeting. Such notice may be written or delivered to each director at his or her address (e.g., mailing address, facsimile number or electronic mail address) as it is shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In addition, notice of the time and place of special meetings of the Board shall also be publicly posted at least twenty-four (24) hours before the meeting (and posting of such information on the corporation's website and at the place meetings of the directors are regularly held shall constitute public notice for these purposes.)
- (2) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to the common carrier for the transmission, or is actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral narrative shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 3.12 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.13 Quorum. One quarter (1/4), but not less than two (2), of the authorized directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.15. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions

relating to the approval of transactions with interested directors, transactions involving corporations with common directors, fixing of compensation for directors, creation of or appointments of committees and indemnification of directors and other agents), or by the Articles of Incorporation or these Bylaws, except that a meeting at which a quorum is 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 such meeting.

Section 3.14 Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through the use of video or telephone conference equipment, provided that a quorum of the Board must be participating from within the State of California, and all provisions of teleconferencing must otherwise be in accordance with California Government Code Section 54953 regarding public access and notice of such telephone conference participation and all other matters relating thereto.

Section 3.15 Adjournment. The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings of the Board.

Section 3.16 Action Without Meeting. The Board shall not take any action without meeting, except to the extent permitted by the laws of the State of California.

Section 3.17 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 3.18 Committees. The Board may designate and appoint one or more committees, each consisting of two (2) or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (1) The filling of vacancies on the Board or any committee;
- (2) The fixing of compensation of the directors for serving on the Board or on any committee;
- (3) The amendment or repeal of bylaws or the adoption of new bylaws;

- (4) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (5) The appointment of committees of the Board or members thereof;
- (6) The approval of any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law; and
- (7) The expenditure of corporation funds to support a nominee for irecotr after there are more people nominated for director than can be selected.

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, an 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 of any 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. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee be governed by the provisions of this Article and California State Law applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 3.19 Compensation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 4.1 Required Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held b the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 4.2 Permitted Officers. The Board may choose a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more co-Treasurers, and 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 the Board at its pleasure may from to time determine.

Section 4.3 Election of Officers. The officers shall be elected annually by the Board at a regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation or removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4.4 Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 4.5 President. Subject to the control of the Board, the President shall be the Chief Executive Officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and performs such other duties as may be delegated by the Board.

Section 4.6 Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof, and shall affix the seal of the corporation to all papers and instruments requiring the same. The Secretary shall also keep, or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board. Any Assistant Secretary appointed by the Board to hold office at the pleasure of the Board may have the same powers as the Secretary.

Section 4.7 Treasurer. The Treasurer 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, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositaries as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial position of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 4.8 Term of Office. The term of office for officers of the corporation shall be one (1) year.

ARTICLE 5

RECORDS AND REPORTS

Section 5.1 Corporate Records. The corporation shall keep adequate and correct books and records of accounts and minutes of the proceedings of its Board and committees of the Board.

Section 5.2 Annual Report.

- (1) The Board shall cause an annual report to be prepared and sent to the directors no later than 120 days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail the following:
 - (a) The assets and liabilities, including the trust fund, of the corporation as of the fiscal year.
 - (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year.
- (2) The report required by subsection (1) shall be accompanied by any report thereon of independent accountants, or, if there was no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.
- (3) The report with the information required in subsection (1) above, shall be furnished annually to all directors of the corporation.

ARTICLE 6

OTHER PROVISIONS

Section 6.1 Endorsment of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any co-Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or render it liable for any purpose or amount.

Section 6.2 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 6.3 Amendments. These Bylaws may be amended or repealed by the approval of the Board; provided however that any such amendment which affect or impact the charter or school operations of HighTech LA must be submitted for approval via the then-current charter petition amendment process. These First Amended and Restated Bylaws are intended, when adopted to constitute the full and complete bylaws of the corporation, replacing in full any and all Bylaws previously adopted by the Board.

Section 6.4 Non-discrimination. No policy of the corporation, including but not limited to the admission of students, the hiring of faculty or other staff or the provision of any financial aid or grant, shall be created or applied in any manner which would discriminate based upon race, creed, color, national origin, gender or sexual preference.

ARTICLE 7

INDEMNIFICATION

To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in California 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(c) 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 8

FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Approved, HTLA Board of Directors: 12/4/2012