

BYLAWS OF

TEACH LAS

VEGAS

(a Nevada Nonprofit
Corporation)

ARTICLE

E I

NAME

Section 1. NAME. The name of this Nevada non-profit corporation (the “*Corporation*”) operating a state public charter school is TEACH Las Vegas.

ARTICLE

II

PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this Corporation (i) is initially 13 Sunrise, Irvine, CA 90263, but (ii) upon the school being chartered and open to students, shall be the main address of

the school facility. The Board of Directors may change the location of the principal office from time to time.

ARTICLE

III

GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The Corporation is organized exclusively for educational purposes consistent with (1) Section 501(c)(3) of the Internal Revenue Code (the “*Code*”) (or the corresponding section of any future federal tax code); and (2) the Charter Contract Agreement (the “*Charter Contract*”) to be entered into by and between the Corporation and its anticipated authorizer, sponsor, and regulator: the State Public Charter School Authority of the State of Nevada (the “*Authorizer*”). Without affecting or limiting the foregoing, the general purpose of this Corporation is to develop, manage, operate, guide, direct and promote one or more Nevada public charter schools.

Section 2. TAX MATTERS.

(a) The Corporation shall not carry on any other activities not permitted to be carried on by:
(1) 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 (2) a corporation whose contributions 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.

(b) The School is expressly authorized and permitted
hereunder:

(1) to solicit, collect, receive, and administer charitable contributions and other funds, exclusively for such religious, charitable, educational and scientific organizations as permitted for organizations defined in Section 501(c)(3) of the Code, in particular, to make

distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;

(2) to take and to hold by devise, gift, purchase or lease for the above purposes, and to sell, convey, and dispose, of any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in the school's Articles of Incorporation (the "*Articles*"), Charter Contract, these bylaws (the "*Bylaws*"), or imposed by applicable law (e.g., the Charter School Act); and

(3) to exercise generally any power which is consistent with the purposes described above, and which a non-profit corporation organized and existing under applicable local, state, and federal law may exercise.

Section 3. NON-DISCRIMINATION. The school shall not discriminate on the basis of race, religion, national origin, ethnicity, gender, age, disability, sexual orientation, military/veteran status, or any other class protected under applicable laws, including without limitation (i) in its employment practices; and (ii) in its student enrollment, education, treatment, disciplinary, and other practices.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Section 1. **CONSTRUCTION AND DEFINITIONS**. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in Nevada Revised Statutes ("*NRS*") Chapter 82 of (the "*Nonprofit Corporation Law*") and NRS Chapter 388A (the "*Charter School Act*") 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.

Section 2. **NO IMPAIRMENT**. These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly and efficient manner, of the purposes of the school. These Bylaws shall not be construed so as to impair the operations of the school.

**ARTICLE V
DEDICATION OF
ASSETS**

Section 1. DEDICATION OF ASSETS. The Corporation shall not operate for profit. This Corporation's assets are irrevocably dedicated to not-for-profit purposes as set forth herein. 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 (except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes). On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a

nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI CORPORATION
WITHOUT MEMBERS**

Section 1. CORPORATION WITHOUT MEMBERS. This Corporation shall have no "Members" within the meaning of the Nonprofit Corporation Law.

**ARTICLE VII BOARD
OF DIRECTORS**

Section 1. GENERAL POWERS.

(a) Subject to the provisions and limitations of the Nevada Nonprofit Corporation Law and any other applicable laws, and subject to any limitations or obligations set forth in applicable law, the Charter Contract, the Articles, or these Bylaws, the Corporation's activities and affairs shall be supervised, directed, and overseen, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("*Board*"). Generally, the Board shall delegate the day-to-day management of the activities of the School to the School administration, so long as the affairs of the School are ultimately managed, and its powers are exercised, solely and exclusively under the Board's jurisdiction.

(b) Each director shall perform all duties of Board, including duties on any Board Committee, in good faith, in a manner the director believes to be in the best interest of the school operated by the Corporation (as applicable), with such care as a reasonable person in a like position would use under similar circumstances, and in compliance with any code of conduct adopted by the Board from time to time. (The foregoing is not intended to create any stronger or additional fiduciary duties than already exists by virtue of the Nonprofit Corporation Law, Charter School Act, and other applicable laws and authorities.)

(c) In performing the duties of a director, each director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, presented, or prepared by: (1) one or more officers or employees of the school whom the

director believes to be reliable and competent in the matters presented; (2) legal counsel, independent accountants, and other persons as to matters that the director believes are within that person's professional or expert competence; and (3) a Board Committee on which the director does not serve, as to matters within its authority; but in each case, only when the director has no knowledge of facts that would cause such reliance to be unwarranted.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board of Directors shall have all power:

(a) To (1) supervise the conduct, management and control of the affairs and activities of the Corporation; (2) make policies, rules, and regulations not inconsistent with, but instead to uphold and enforce, applicable law, the Charter Contract, the Articles, and these Bylaws; (3) establish and approve all major educational activities, operational policies, and the schedule of major events and activities at the school, so as to cause the growth and development of the students' academic performance and emotional well-being; (4) to ensure the ongoing evaluation of the

school, in part to ensure public accountability; and (5) to strive for a diverse student population, reflective of the local and regional community.

(b) To appoint and remove, at the pleasure of the Board of Directors, all directors, corporate officers, and agents; prescribe powers and duties for them as are consistent with the law, the Articles, and these Bylaws; fix their compensation; and require from them security for faithful service.

(c) To change the principal office or the principal business office in Nevada from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside Nevada; and designate a place in or outside of Nevada for holding any meetings.

(d) To supervise and approve the leasing, purchase, acquisition, improvement, sublease, mortgage, transfer in trust, pledge, encumbering of, conveyance of, or disposition of, in any lawful manner (including by exchange, lease, gift, devise, bequest, or otherwise), for and in the name of the Corporation, any and all (A) real property, (B) major personal property, and (C) rights or privileges deemed necessary or convenient for the conduct of the school's purpose and mission, as well as the of such property in accordance herewith;

(e) To (1) develop and approve an annual budget, (2) periodically monitor the school's income and expenses to adjust its financial plans accordingly, (3) ensure adequate funding for school operations, including fundraising and the pursuit of local, state, and federal grants (consistent with the school's mission), and (4) to submit a final budget to the Authorizer pursuant to applicable law;

(f) To cause an annual inspection or audit of the accounts of the school, as well as any other audits required by applicable law, made by an independent, licensed accountant selected by the

Board, which audit shows in reasonable detail all of the assets, liabilities, revenues, and expenses of the school and its accurate financial condition;

(g) To 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;

(h) To from time to time engage and terminate any EMO or CMO, vendor, or other service provider, in the Board's sole and absolute discretion.

Section 3. DESIGNATED DIRECTORS AND TERMS.

(a) The number of directors shall be no less than three (3) and no more than nine (9), unless changed by amendments to these Bylaws.

(b) All directors shall have full voting rights, including any representative appointed by the Authorizer as consistent with Title 20 of the United States Code (the "*Education Code*"), Section 47604(b). If the Authorizer appoints a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members. All directors, except for the representative appointed by the Authorizer, shall be

designated by the existing Board of Directors at the Corporation's annual meeting of the Board of Directors.

(c) Each director shall hold office unless otherwise removed from office in accordance with these Bylaws and until a successor director has been designated and qualified, or until he/she resigns.

(d) Notwithstanding anything to the contrary contained in these Bylaws, the Board's membership shall adhere to the statutory requirements of NRS 388A.320, NAC 388A.525, and other applicable laws, at all times.

(e) All directors shall be devoted to the purpose and mission of the Corporation and any charter school campuses operated by the Corporation and shall represent the interests of the community.

(f) A director may take office only after complying with the provisions of applicable law, including NRS 388A.320(3) and 388A.323. If so required by the Charter School Law, the Corporation shall notify the Authorizer and the Nevada Department of Education within 10 days of the selection of a new director and provide the new director's resume and affidavit pursuant to NRS 388A.320(2). Directors shall also be fingerprinted according to the NRS 388A.323 procedure.

Section 4. RESTRICTION REGARDING INTERESTED DIRECTORS. No persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for material services rendered to it within the previous 12

months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) 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 such person.

Section 5. DIRECTORS' TERM. Each director shall hold office for two (2) years from his/her election, and until a successor director has been designated and qualified. The initial board of directors may decide, in its reasonable discretion, to stagger the terms so approximately half of the directors are up for election each year. The President shall decide which slate of initial directors shall only serve a one (1)-year term to achieve such staggering.

Section 6. NOMINATIONS BY COMMITTEE. The President will appoint a committee to designate qualified candidates for appointment to the Board of Directors at least thirty (30) days before the date of any appointment of directors. The nominating committee shall make its report at least seven (7) days before the date of the appointment or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by law, a list of all candidates nominated by committee.

Section 7. 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 the Nevada Nonprofit Corporation Law, Charter School Law, or Nevada Code of Ethical Standards at NRS 281A.400 *et seq.* (the "*Nevada Ethical Code*"); (c) the increase of the authorized number of directors; or (d) the

failure of the directors, at any meeting at which any director or directors are to be appointed, to appoint the number of directors required to be appointed at such meeting.

Section 8. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the President and the Secretary of the Board, 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 appoint a successor to take office as of the date when the resignation becomes effective.

Section 9. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on prior, written notice to the Authorizer and Executive Director, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 10. REMOVAL OF DIRECTORS. Any director, except for the representative appointed by the Authorizer, may be removed, with or without cause, by the 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 Nevada Nonprofit Corporation Law, and (at all times while the Corporation is subject to the provisions of the Charter School Law) with NRS

Chapter 241 (the “*Open Meeting Law*”). The representative appointed by the Authorizer may be removed without cause by the Authorizer or with the written consent of the Authorizer. Any vacancy caused by the removal of a director shall be filled as provided in Section 11.

Section 11. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors, except for the representative appointed by the Authorizer, 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 affirmative vote of a majority of the directors then in office at a meeting at a regular or special meeting of the Board, or (c) a sole remaining director. A vacancy in the seat of the representative of the Authorizer shall be filled by the Authorizer.

Section 12. 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 13. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation unless the Board of Directors designates another location in accordance with these Bylaws and the Open Meeting Law.

Section 14. MEETINGS; ANNUAL MEETINGS.

(a) All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the Nonprofit Corporation Law, and at all times while the Corporation is subject to the provisions of the Charter School Law, with the Open Meeting Law.

(b) The Board of Directors shall meet annually for the purpose of organization; appointment of officers; the election of directors; 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 compliance with the Nevada Nonprofit Corporation Law, and

at all times while the Corporation is subject to the provisions of the Charter School Law, with the
Open Meeting Law.

Section 15. 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 in compliance with the Nevada Nonprofit Corporation Law, and at all times while the Corporation is subject to the provisions of the Charter School Law, with the Open Meeting Law. Regular meetings shall be held no less often than once per quarter (or as otherwise required by NRS 388A.320 from time to time). Quarters are defined as July 1 – September 30, October 1 – December 31, January 1 – March 31, and April 1 – June 30. Prior to each regular meeting during any period the Corporation is subject to the Charter School Law, 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 in accordance with the Open Meeting Law. Agenda items may be provided by directors via email, fax, or regular mail in accordance with the Open Meeting Law not less than 24 hours prior to the posting deadline.

Section 16. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board of Directors, if there is such an officer, or a majority of the Board of Directors in compliance with the Nevada Open Meeting Law. If a President of the Board has not been elected, then the school's Executive Director is authorized to call a special meeting in place of the President of the Board. The party calling a special meeting shall determine the place, date, and time thereof, subject to compliance with the Nevada Nonprofit Corporation Law, and at all times while the Corporation is subject to the provisions of the Charter School Law, with the Open Meeting Law.

Section 17. NOTICE OF MEETINGS.

(a) All notices for meetings of the Board of Directors shall be in compliance with the Nevada Nonprofit Corporation Law. During any period in which the Corporation is subject to the Charter School Law, regular and special meetings of the Board of Directors may be held only after three business days' notice is given to the public through the posting of an agenda in compliance with the Open Meeting Law. Any such notice shall be addressed or delivered to each director at the director's email or physical 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 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, in each case in compliance with the Open Meeting Law.

(b) Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid or sent via email with no "undeliverable" (or similar) message returned. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

(c) The notice of meeting shall state the time of the meeting, the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than

the business the general nature of which was set forth in the notice of the meeting, may be transacted at a meeting.

(d) If a director is unable to attend a Board meeting, the Board member shall contact the President or designated supervising employee prior to the meeting.

Section 18. CLOSED SESSIONS. Any director may request a Closed Session or non-Meeting session in advance of any special or regular meeting of the Board, for issues concerning personnel or other matters requiring confidentiality and which are permitted to be closed or held outside a public meeting under the Open Meeting Law. All persons except directors of the Board may be excluded from such Closed or Non-Meeting Sessions, at the

President's discretion, to the extent consistent with applicable law. Following such meetings, an officer may provide a general description of the matters discussed to be provided as the minutes of said Closed or Non-Meeting Session, if appropriate. The Board may deliberate, but may not take formal action, in a Closed Session or non-Meeting session. Every director has a duty to maintain the confidentiality of all Board meetings and actions, which are not required by law to be open to the public, including discussions which take place during any Closed or Non-Meeting Sessions of the Board. Any director violating this confidence may be removed from the Board.

Section 19. **PROTOCOL.** The Board may follow Robert's Rules of Order in the conducting of meetings.

Section 20. **PUBLIC COMMENT.** At all times while the Corporation is subject to the Charter School Law, time shall be set aside at each meeting of the Board for public comment as provided by the Open Meeting Law, NRS 241.020(2)(d)(3). The speaker shall be asked to identify his or her name, address, and affiliations (if any). Public comment may be time limited and shall be stated as such on the Agenda for such public meeting.

Section 21. **QUORUM.** A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors 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 the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 22. **ELECTRONIC PARTICIPATION.** To the extent permitted by applicable laws and regulations (including the Open Meeting Law, during any period the Corporation is subject to the Charter School Law), directors may participate in meetings by means of a conference telephone or video network or similar communications method, as long as all (i) persons participating in the meeting can hear each other and (ii) the President, exercising his/her reasonable discretion, can authenticate the identity of those Members; and participation in such a fashion shall constitute presence in person at such meeting.

Section 23. **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 during any period the Corporation is subject to the Charter School Law, to the public in the

manner prescribed by the Open Meeting Law (which may require re-noticing the meeting with a three-day advance notice requirement).

Section 24. **COMPENSATION AND REIMBURSEMENT.** Directors shall receive no compensation for service as a director or officer. The Board may approve the reimbursement of a director's actual and necessary expenses incurred when conducting the Corporation's

business as established by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 25. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and potentially non-directors, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. 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) Fill vacancies on the Board of Directors or any committee of the Board;
- (b) Amend, repeal, or adopt the Charter Contract or any Bylaws;
- (c) Amend or repeal any resolution of the Board of Directors that by its express

terms is not so amendable or subject to repeal; or

- (d) Create any other committees of the Board of Directors or appoint the members of committees of the Board.

Any decision by a committee may be amended, repealed, superseded, and/or overruled by a decision of the full Board of Directors.

Section 26. 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, during any period the Corporation is subject to the Charter School Law, the Open Meeting Law. 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 and applicable laws and regulations. If the Board of Directors has not adopted rules, the committee may do so.

Section 27. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this Corporation. Notwithstanding any other provisions in these Bylaws, no director shall be subject to liability if:

- (a) he or she would not have been liable, for the same action or omission, if the school were a for-profit corporation, under NRS 78.138 and 78.139 (setting forth, among other

things, Nevada's business judgment rule, constituencies provision, reasonable-reliance provision, and the threshold for liability limitation set forth in NRS 78.138(7)); and/or

- (b) he or she is immune from liability under traditional common-law precedents or statutory provisions, including, for example, NRS 41.0305 et seq. (codifying the doctrine of sovereign immunity).

Section 28. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. During any period the Corporation is subject to the Charter School Law, the Corporation and 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.

Section 29. CONFLICT OF INTEREST. The Board shall follow the Code of Ethical Standards set forth at NRS Chapter 281A and the conflict of interest policy adopted by the Board, as amended from time to time.

**ARTICLE
VIII
OFFICERS OF THE
CORPORATION**

Section 1. OFFICES HELD. The officers of this Board of Directors of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation, at the Board’s direction, may also have one or more Vice-Presidents, one or more assistant secretaries and treasurers, and such other officers as may be appointed under Article VIII, Section 4, of these Bylaws. The officers may, separately and in addition to the corporate duties set forth in this Article VIII, also have administrative or employment duties as set forth in any applicable separate contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. The same person may hold any number of offices.

Section 3. ELECTION OF OFFICERS. The officers of this Corporation shall be chosen annually (or as vacancies arise) 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 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 (if any), the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by the President or any other officer on whom the Board of Directors confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board and Executive Director. 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 such vacancies need not be filled on an annual basis.

Section 8. PRESIDENT.

(a) The President has general supervision, direction, and control of the affairs of the Board. The President shall preside at the Board of Directors' meetings, exercising his/her discretion in administering the proceedings. The President shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. The President shall possess the power to sign all certificates, contracts, or other instruments of the school that are approved by the Board of Directors.

(b) Unless otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any Board Member who is not the President to enter into any contract or execute and deliver any instrument in the name of or on behalf of school. Such authority may be confined to specific instances. Unless so authorized, no director who is not the President shall have any power to bind the school by any contract or engagement, to pledge the school's credit, or to render it liable monetarily for any purpose or any amount (except for contracts having a monetary amount under the threshold of authority allocated by the Board of Directors to the Executive Director, if any, from time to time, which contracts the Executive Director may execute on the Corporation's behalf).

Section 9. SECRETARY.

(a) 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; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.

(b) The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of the Charter Contract, Articles, and Bylaws, as amended to date.

(c) 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.

(d) There shall initially be no corporate seal of the Corporation, but should one be adopted, the Secretary shall keep the corporate seal, if any, in safe custody.

(e) The Secretary shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may require.

Section 10. TREASURER. The Treasurer shall have general oversight responsibility for the preparation by the school's Chief Financial Officer (or similar executive employee) of, and

shall cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall cause the safeguarding of the assets of School. The Treasurer shall cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall (i) oversee the depositing of all money

and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) oversee the disbursement of the Corporation's funds as the Board may order; (iii) render to the Board, when requested, an account of all transactions and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require. For the sake of clarity, the Treasurer may cause one or more of the actions above by issuing instructions to the Chief Financial Officer (or similar executive employee) to carry out the appropriate action.

Section 11. EXECUTIVE DIRECTOR. The Executive Director of the school is not an Officer of the Corporation. He/she shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's day-to-day activities, affairs, and administration as fully described in any applicable employment contract, agreement, or job specification. The Executive Director shall have such other powers and duties as the Board of Directors or the Bylaws may require from time to time.

ARTICLE IX LOANS AND CONTRACTS WITH MEMBERS, DIRECTORS, AND EMPLOYEES

Section 1. CONFLICTS OF INTEREST; SELF-DEALING. The Board shall follow the Code of Ethical Standards set forth at NRS Chapter 281A and any conflict of interest policy adopted by the Board. Neither the Board nor any director shall engage in any transactions barred under the Board's conflict of interest policy in effect from time to time. The following transaction shall not be deemed a prohibited self-dealing transaction, and is subject to the Board's general standard of care: a transaction which is part of a public or charitable program of the school, if the transaction is approved or authorized by the independent directors in good faith and without unjustified favoritism, and results in a benefit to one or more directors or their families because they are part of a class of persons intended to be benefited by the program.

Section 2. 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 Board; 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.

ARTICLE X
INDEMNIFICATION;
INSURANCE

Provided none of the following will violate any applicable provision of the Code or cause the Corporation to lose its tax-exempt status under the Code:

Section 1. INDEMNIFICATION.

(a) Indemnity. To the maximum extent permitted by applicable law, the Corporation shall indemnify all directors and other members of Board Committees, if such persons are made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (an “*Action*”), by reason of the fact that he/she is or was a director or Board Committee member (an “*Indemnatee*”), against any and all claims, causes of action, liabilities, judgments, amounts, costs, fines, charges, obligations, losses, penalties, fees, and expenses, including attorneys’ and experts’ fees and costs,

and also amounts paid in settlement, if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal Action, had no reasonable cause to believe his/her conduct was unlawful. The Corporation may not, however, indemnify an Indemnatee for: (i) an Action brought by the Corporation against him/her; or (ii) if it is proven that the Indemnatee’s action or omission (A) constituted a breach of a fiduciary duty owed (if any) as a director or Committee member, and (B) the breach of such duty involved intentional misconduct, fraud or a knowing violation of law.

(b) Failure; Success. The termination of any Action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnatee is liable or did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, or that, with respect to any criminal Action, he/she had reasonable cause to believe that his/her conduct was unlawful. Conversely, to the extent that an Indemnatee has been successful on the merits or otherwise in defense of any Action, he/she shall be indemnified by the Corporation for the same.

(c) Defense (Procedure). Promptly after Indemnatee’s receipt of notice of the commencement or threat of an Action, Indemnatee shall, if Indemnatee believes indemnification is owed hereunder, notify the Corporation in writing. That notice shall be addressed to the Executive Director and Board President and shall include documentation or information necessary to determine if indemnification is appropriate. Any delay in such notice shall not constitute a waiver or release by Indemnatee, except to the extent of any prejudice caused by such delay. Upon receiving such notice, the Corporation shall be entitled to assume the defense of such Action, with counsel approved by Indemnatee (not to be unreasonably withheld or delayed), upon the delivery to Indemnatee of written notice of the Corporation’s election to do

so. The Corporation's election to defend shall not constitute a waiver of its right to subsequently challenge whether indemnification was required. Indemnatee may hire independent counsel to monitor or appear in the Action, and the fees and costs associated with the same shall be paid by the Corporation if Indemnatee reasonably concludes there may be a conflict of interest between the Corporation and Indemnatee in the conduct of such defense. The Corporation shall not settle any Action that would impose any penalty or limitation on Indemnatee without Indemnatee's prior written consent. Neither the Corporation nor Indemnatee will unreasonably withhold its or his or her consent to any proposed settlement; provided, however, Indemnatee shall not be required to consent to any settlement of an Action to which he or she is party, unless such settlement is reasonably satisfactory to Indemnatee and releases Indemnatee from all potential indemnified sums.

(d) Advances. Expenses incurred in defending an Action may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by

the Board, upon receipt of an undertaking by or on behalf of the Indemnatee to repay such amount if it is ultimately determined by a court that he/she is not entitled to indemnification hereunder.

(e) Other Indemnity Sources. The indemnification in this Sub-Section: (i) does not exclude any other rights to which the Indemnatee seeking indemnification may be entitled under the Charter, Applicable Law, these Bylaws, or a vote of disinterested directors.

(f) Successors. All indemnification rights herein shall continue as to an Indemnatee who has ceased to be a director or Committee member, and shall inure to the benefit of his or her legal successors, heirs, executors and administrators.

(g) Amendments. No amendment to these Bylaws can retroactively limit or abridge the indemnification rights of Indemnitees for actions or omissions undertaken prior to such amendment going into effect.

(h) Subrogation. In the event of any payment hereunder by the Corporation, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnatee, who shall execute all documents required and shall do all acts that may be necessary to secure such rights and to enable the Corporation to effectively bring an Action to enforce such rights.

Section 2. INSURANCE. The Corporation shall purchase and maintain insurance in reasonable amounts, and from a reasonable, licensed insurer, on behalf of any person who is or was an Indemnatee, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Sub-Section. The Corporation shall not be obligated to indemnify any Indemnatee for indemnifiable sums to the extent the insurer has already paid such sums directly to Indemnatee. Notwithstanding the foregoing, the Corporation shall have no obligation to obtain or maintain such insurance if (i) the Board determines in good faith that (A) such insurance is not reasonably available, (B) the premium costs for such insurance are substantially disproportionate to the amount of coverage provided,

or (C) the coverage provided by such insurance is limited by exclusions so as to provide an insufficient benefit, or (ii) all Indemnitees are covered by similar insurance maintained by another person, entity, or governmental unit.

ARTICLE
XI
MAINTENANCE OF CORPORATE
RECORDS;
INSPECTION RIGHTS;
REPORTING

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This Corporation shall keep: (a) adequate and correct books and records of account; (b) written minutes of the minutes, acts, and proceedings of the Board and committees of the Board; and (c) such reports and records as required by law.

Section 2. **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 Nevada 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 Nevada and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with

Nevada or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 3. **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. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 4. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This Corporation shall keep at its principal office the original or a copy of the Charter Contract, Articles, and Bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 5. **RECORDS REQUESTS.** At all times while the Corporation is subject to the provisions of the Charter School Law, it shall comply with the terms and provisions of Nevada's Public Records Act, NRS Chapter 239.

Section 6. **ANNUAL REPORTS.** The Board of Directors shall cause an annual report to be sent to itself (including each director) 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, of 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; and

(f) 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.

ARTICLE XII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority vote of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Articles, Charter Contract, or these Bylaws unless the Corporation obtains the written consent of the Authorizer, if so required.

ARTICLE XIII FISCAL YEAR

Section 1. 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 THE SECRETARY

I certify that I am the duly elected and acting Secretary of TEACH Las Vegas, a Nevada nonprofit corporation; that these Bylaws, consisting of 14 pages (excluding this Certificate), are the Bylaws of this Corporation as adopted by the Board of Directors on

August 1
modified since that date.

, 2020 and that these Bylaws have not been amended or

Executed on _____August 1

, 2020.

TEACH Las Vegas,
a Nevada nonprofit corporation

By:

Name: Dan Horn

Its: Secretary