



Resolution 2019-12-9

**RESOLUTION OF THE BOARD OF TRUSTEES OF HIGH TECH HIGH
TO APPROVE AMENDED AND RESTATED BYLAWS**

WHEREAS, High Tech High is a California nonprofit public benefit corporation operating public charter schools based on the High Tech High design principles (collectively, the "Schools");

WHEREAS, HTH Learning is a separate California nonprofit public benefit corporation with the charitable purposes to support, benefit and carry out the purposes of the Schools. HTH Learning is currently designed in the bylaws of High Tech High as a the corporate statutory member of High Tech High, as the term "member" is defined in Corporations Code Section 5056;

WHEREAS, the Board of Trustees ("Board") of High Tech High desires to amend the bylaws of High Tech High by adopting the Amended and Restated Bylaws of High Tech High dated December 9, 2019, in the form set forth in Exhibit A. The amended bylaws would terminate HTH Learning's membership in High Tech High; and

WHEREAS, HTH Learning has resigned and relinquished any and all of its membership rights it has or may have in High Tech High pursuant to Corporations Code Section 5340, and waiving any notice or waiting period under Corporations Code Section 5342.

NOW, THEREFORE, this Board of High Tech High hereby finds and resolves as follows:

1. The Amended and Restated Bylaws of High Tech High dated December 9, 2019, as set forth in Exhibit A, are approved as the bylaws of High Tech High effective immediately.

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EXHIBIT A

AMENDED AND RESTATED BYLAWS
OF
HIGH TECH HIGH
(dated December 9, 2019)

[see attached]

**AMENDED AND RESTATED BYLAWS
OF
HIGH TECH HIGH
A California Nonprofit Public Benefit Corporation
(December 9, 2019)**

ARTICLE I. NAME

Section 1.01 Corporate Name. The name of this corporation is High Tech High (hereinafter "corporation").

ARTICLE II. PURPOSES

Section 2.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

ARTICLE III. OFFICES

Section 3.01 Principal Office. The corporation's principal office is located at 2861 Womble Road, San Diego, CA 92106. The Board of Trustees ("Board") may change the principal office from one location to another within the State of California.

Section 3.02 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE IV. NO MEMBERS

Section 4.01 No Members. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 4.02 Authority Vested in the Board. Any action that otherwise requires approval by a majority of all members, or approval by the members, requires only approval of the Board. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Board.

Section 4.03 Associates. The corporation may use the term "members" to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V. BOARD OF TRUSTEES

Section 5.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation or these Bylaws, the corporation's activities and affairs 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 corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.02 Specific Powers. Without prejudice to the Board's general powers, but subject to the same limitations, the Board shall have the following powers:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

(b) 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;

(c) To change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(d) To borrow money and incur indebtedness for the corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

(f) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(g) To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

(h) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

Section 5.03 Number of Trustees. The Board shall consist of a minimum of five (5) and no more than eleven (11) Trustees, with the actual number to be determined from time to time by a resolution of the Board. All Trustees shall have full voting rights.

Section 5.04 Election and Terms of Office. The Board shall elect each Trustee through a reasonable nomination process established by the Board or a nomination committee established at the Board's discretion. Board terms shall be for two (2) years, and each incumbent Trustee shall serve until a successor has been elected and seated by the Board. There shall be no limitation on the number of consecutive terms a Trustee may serve.

Section 5.05 Vacancies. A vacancy on the Board shall be deemed to exist if a Trustee dies, resigns, is removed, or if the authorized number of Trustees is increased. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled

by the vote of a majority of Trustees then in office. Each Trustee so elected shall hold office until the expiration of the term of the replaced Trustee and until a successor has been duly nominated and elected.

Section 5.06 Removal. Any Trustee may be removed at any time by a majority vote of the Board, with or without cause.

Section 5.07 Resignation. Subject to Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Trustee may resign effective upon giving written notice to the President/ Chief Executive Officer, the Secretary, or the Board as a whole, 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 then to take office when the resignation becomes effective. No Trustee may resign when the corporation would then be left without at least one (1) Trustee in charge of its affairs.

Section 5.08 Brown Act and Charter Schools Act Compliance. Meetings of the Board shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (Government Code Sections 54950, *et seq.*) ("Brown Act") and the Charter Schools Act.

Section 5.09 Annual Meetings. The Board shall meet annually for the purpose of organization, election of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Section 5.10 Regular Meetings. The Board shall hold regular meetings, which along with the annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. Regular meetings of the Board shall be called, held, and conducted in accordance with the Brown Act and the Charter Schools Act, including that agendas for such meetings will be posted seventy-two (72) hours prior to the meeting in a location that is freely accessible to members of the public and on the school's website. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 5.11 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President/ Chief Executive Officer, the Secretary, or any two Trustees. Notice of the time and place of special meetings shall be delivered to each Trustee personally or by telephone or email. Notice of special meetings shall be provided at least twenty-four (24) hours prior to the meeting and shall be held in locations and in a manner consistent with the Brown Act and the Charter School Act.

Section 5.12 Quorum. A majority of the actual number of Trustees then in office shall constitute a quorum. Every action taken or decision made by a majority of the Trustees present at a meeting duly held at which a quorum is present is an act of the Board, subject to the provisions of Corporations Code Section 5212 (appointment of committees), Section 5233 (approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest), Section 5234 (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of Trustees or officers), and Section 5238(e) (indemnification of Trustees), and except as may be otherwise provided under the Political Reform Act, if applicable. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, but no action can be taken unless and until a quorum is restored. Trustees may not vote by proxy.

Section 5.13 Participation by Teleconference. Members of the Board may participate in a meeting of the Board through the use of teleconference telephone, electronic video communication, or

similar communications equipment, so long as each Trustee participating in such meeting can communicate with all of the other Trustees concurrently and is provided the means of participating in all matters before the Board. In addition, such meeting shall be noticed and conducted in compliance with Section 54953(b) of the Brown Act and the Charter Schools Act, including without limitation the following:

(a) At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the County of San Diego;

(b) All votes taken during a teleconference meeting shall be by roll call;

(c) Agendas shall be posted at all teleconference locations, with each location identified in the notice and agenda of the meeting;

(d) All locations where a member of the Board participates via teleconference must be fully accessible to members of the public and shall be listed on the agenda;

(e) Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board directly at each teleconference location; and

(f) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 5.14 Waiver of Notice. Notice of a meeting need not be given to any Trustee 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 the lack of notice to such Trustee prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.15 Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 5.16 Fees and Compensation. Trustees shall serve without compensation for their service. The Board may approve the reimbursement of a Trustee's actual and necessary expenses incurred when conducting the corporation's business.

ARTICLE VI. OFFICERS

Section 6.01 Required Officers. The officers of this corporation shall be a Board Chair, a President (who may also be referred to as the Chief Executive Officer), a Secretary, and a Treasurer (who may also be referred to as the Chief Financial Officer).

Section 6.02 Permitted Officers. The Board of Trustees may appoint one or more Vice Chairpersons, and such other Board officers as the business of the corporation may require, such as a Chief Financial Officer who will serve the Board and who may be separate from the Treasurer, each of whom shall be elected or appointed to hold office, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 6.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as the President of the Board.

Section 6.04 Election. Except for the Chief Executive Officer and Chief Financial Officer who may serve by employment contract, the corporation's officers shall be elected annually by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 6.05 Removal. Any officer may be removed, either with or without cause, by the Board at any time. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 6.06 Resignation. Any officer may resign at any time by giving written notice to the Board, 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 upon receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.07 Vacancies. A vacancy in any office for any reason shall be filled in the manner as these Bylaws provide for election to that office, provided that such vacancies shall be filled as they occur.

Section 6.08 President/Chief Executive Officer. The President/ CEO is the general manager and chief executive officer of the corporation, and, subject to the control of the Board and his or her contract of employment, shall generally supervise, direct, and control the activities, affairs, and employees of the corporation, and shall see that all resolutions of the Board are carried into effect, and shall perform any and all other duties assigned by the Board, and by contract if an employee.

Section 6.09 Chairperson of the Board. The Board may elect one Trustee to serve as the Chairperson of the Board. He or she shall preside at the Board of Trustees' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 6.10 Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees, shall supervise the giving of such notices as may be proper and necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 6.11 Treasurer/Chief Financial Officer. The Treasurer/ CFO is the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 6.12 Compensation of Officers. Subject to Section 5.16 above, the salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers are appointed by the CEO, the CEO shall also have the authority to fix such officers' salaries, if any. In all cases,

any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation.

ARTICLE VII. COMMITTEES

Section 7.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Trustees or others to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- (a) Final action on any matter that, by law, requires approval of all of the Trustees or a majority of all of the Trustees;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation, if any, of the Trustees for serving on the Board or on any committee;
- (d) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees having the authority of the Board; or
- (g) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Trustees then in office. 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.

Section 7.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. Meetings of committees shall be conducted in accordance with the Brown Act, if applicable. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws and the Brown Act, if applicable. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 7.03 Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein from the members of the Board.

Section 7.04 Audit Committee. For any tax year in which this corporation has non-governmental gross revenues of \$2 million or more or is otherwise required by applicable law to have an independent audit, this corporation shall have an Audit Committee whose members shall be appointed by the Board, and who may include both Trustees and non-Trustees, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the Chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or Chief Executive Officer and the Treasurer or Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members may not receive compensation greater than the compensation paid to Trustees for their service on the Board (as provided herein, members of the Board are not compensated for service on the Board).

The Audit Committee shall: (1) recommend to the full Board for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board; (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its Trustees, 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" shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Board of Trustees by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Trustees 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 Trustees shall authorize indemnification.

Section 8.02 Insurance. The corporation shall maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising from the officer's, Trustee's, employee's, or agent's status as such.

Section 8.03 Non-Liability of Trustees. No Trustee shall be personally liable for the corporation's debts, liabilities, or other obligations.

ARTICLE IX. RECORDS AND REPORTS

Section 9.01 Maintenance of Corporate Records. The corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and

(d) such reports and records as required by law. All such records shall be kept at the corporation's principal office, or if its principal office is outside the State of California, at its principal office in this state.

Section 9.02 Inspection. Every Trustee shall have the right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation, subject to applicable law. Such inspection by a Trustee may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 9.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Trustee and any other persons as may be designated by the Board, a report containing the following information in reasonable 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 the 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 fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 9.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Trustees, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and deliver to each Trustee any information required by Corporations Code Section 6322 with respect to the preceding year.

ARTICLE X. OTHER PROVISIONS

Section 10.01 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 10.02 Fiscal Year. The fiscal year of the corporation shall end on June 30 each year.

ARTICLE XI. AMENDMENT OF BYLAWS

Section 11.01 Amendments. 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 Trustees then in office.

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CERTIFICATE OF ADOPTION

I certify that I am the Secretary of High Tech High, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation that were duly adopted by the corporation's Board of Trustees on December 9, 2019.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on December 9, 2019.



Secretary, High Tech High