**BYLAWS OF TEACH, INC.**
*A California Nonprofit Public Benefit Corporation*
**As Amended and Restated by the Board of Directors on [Insert Date]**

**ARTICLE I: NAME**

**Section 1. Name.**
The name of this corporation is TEACH, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

**Section 1. Principal Office.**
The principal office for the transaction of the activities and affairs of this corporation is 10600 S. Western Ave., Los Angeles, CA 90047. The Board of Directors may change the location of the principal office. The Secretary must note any such change or amend this section accordingly.

**ARTICLE III: GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

**Section 1. General and Specific Purposes.**
The purposes of this corporation are to develop, manage, operate, guide, direct, and promote one or more public or non-public schools and to provide other education-related and instructional services. The corporation may also establish, manage, or support other educational programs, including but not limited to microschools, online learning platforms, private schools, or non-charter learning environments, provided they serve public educational purposes under 501(c)(3).

The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE IV: CONSTRUCTION AND DEFINITIONS**

**Section 1. Construction and Definitions.**
Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. The masculine gender includes the feminine and neuter, the singular includes the plural, and the term "person" includes both a legal entity and a natural person.

**ARTICLE V: DEDICATION OF ASSETS**

**Section 1. Dedication.**
This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. 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).

**Section 2. Disposition of Assets from Closed Charter School Operations.**
In the event that TEACH Inc. ceases operation of any charter school or educational program, whether due to charter expiration, non-renewal, voluntary closure, or other authorized means, the following provisions shall apply:

a. **Satisfaction of Liabilities.** TEACH Inc. shall ensure that all outstanding debts, liabilities, employee compensation, grant obligations, and legal requirements related to the closed school are fully satisfied in accordance with applicable laws, authorizer requirements, and the California Education Code.

b. **Classification of Remaining Assets.** All remaining assets from the closed school shall be reviewed and classified as either:

* Restricted Assets – to be returned to the grantor or authorizing agency; or
* Unrestricted Assets – eligible to be retained by TEACH Inc. if not encumbered by statutory or contractual return provisions.

c. **Retention and Use of Unrestricted Assets.** TEACH Inc. shall retain unrestricted assets from closed school operations and apply them exclusively toward its public educational mission, including:

* Development of new public school models or programs;
* Support for remaining TEACH Inc. schools and personnel;
* Facilities maintenance and financing obligations;
* Educational consulting or technical assistance services provided to other public school operators;
* Other mission-aligned initiatives supporting public education.

d. **Documentation and Reporting.** The corporation shall maintain all appropriate documentation of the charter school closure, asset classification, and final audit reporting. A final asset disposition summary shall be included in the corporation’s annual financial report and shall be made available to authorizers and regulators upon request.

e. **Compliance.** Nothing in this section shall be interpreted to permit the misuse of public funds, nor shall any asset disposition be undertaken in a manner that violates federal or state law, applicable grant conditions, or bond covenants.

**ARTICLE VI: CORPORATION WITHOUT MEMBERS**

**Section 1. Corporation Without Members.**
This corporation shall have no voting members. The Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members.

**ARTICLE VII: BOARD OF DIRECTORS**

**Section 1. General Powers.**
The activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

**Section 2. Specific Powers.**
The Board shall have the power to:

* Appoint and remove officers and employees;
* Borrow money and incur indebtedness;
* Adopt and alter a corporate seal;
* Change the principal office or conduct activities in or outside California.

**Section 3. Designated Directors and Terms.**
The Board shall consist of no less than three (3) and no more than nine (9) voting directors. Directors shall serve two-year terms and may be reappointed.

**Section 4. Interested Persons.**
No more than 49% of the directors may be interested persons as defined under California law.

**Section 5. Nominations and Elections.**
Directors shall be nominated by a committee and elected by the Board at its annual meeting.

**Section 6. Removal and Vacancies.**
Directors may be removed by majority vote and vacancies may be filled by the Board.

**Section 7. Meetings.**
Meetings shall be held in accordance with the Brown Act as applicable. Annual and regular meetings must be noticed in advance. Special meetings may be called with 24-hour notice.

**Section 8. Quorum.**
A majority of directors shall constitute a quorum.

**Section 9. Teleconferencing.**
Teleconference participation is permitted in accordance with the Brown Act.

**Section 10. Committees.**
The Board may form committees composed of Board members with delegated authority, subject to limitations.

**Section 11. Subsidiary Authority.**
The Board of Directors may authorize the formation, acquisition, governance, or dissolution of controlled subsidiary entities, including but not limited to LLCs, for managing real estate, financing school facilities, or supporting the Corporation's exempt educational purposes.

**ARTICLE VIII: OFFICERS**

**Section 1. Officers.**
The officers shall include a President (Executive Director), Secretary, and Treasurer/Chief Financial Officer.

**Section 2. Duties.**

* The President shall supervise, direct, and control corporate affairs.
* The Secretary shall keep records of Board meetings and corporate documents.
* The Treasurer/CFO shall manage finances and accounting records.

**ARTICLE IX: CONTRACTS WITH MEMBERS**

The Corporation shall comply with Government Code Section 1090.

**ARTICLE X: CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES**

The Corporation shall not enter into a contract with a non-director designated employee with a material financial interest unless all conflict of interest requirements are satisfied.

**ARTICLE XI: LOANS TO DIRECTORS AND OFFICERS**

No loans shall be made to directors or officers except in accordance with California law.

**ARTICLE XII: INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other agents against expenses and liabilities reasonably incurred in connection with corporate duties.

**ARTICLE XIII: INSURANCE**

The Corporation may purchase and maintain insurance on behalf of directors, officers, employees, and agents.

**ARTICLE XIV: MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall maintain accurate books and records of account, minutes of meetings, and other required records.

**ARTICLE XV: INSPECTION RIGHTS**

Directors may inspect corporate records, including books, documents, and minutes, at any reasonable time.

**ARTICLE XVI: REQUIRED REPORTS**

The Corporation shall prepare and distribute an annual report to the Board, including:

* Asset and liability statements;
* Revenue and expense summaries;
* Any information required by law.

**ARTICLE XVII: BYLAW AMENDMENTS**

These bylaws may be amended or repealed by a majority vote of the Board of Directors at a meeting where a quorum is present.

**ARTICLE XVIII: FISCAL YEAR**

The fiscal year shall begin on July 1 and end on June 30.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected Secretary of TEACH, Inc., a California nonprofit public benefit corporation; that the foregoing is a true and correct copy of the Bylaws of the corporation as amended and restated by the Board of Directors on the date written below; and that these bylaws have not been modified since that date.

**Date:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
**Name:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
**Title:** Secretary, TEACH Inc.
**Signature:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_