BYLAWS OF TEACH, INC.
A California Nonprofit Public Benefit Corporation
As Amended and Restated by the Board of Directors on October 27, 2026

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 engage in any activities or exercise any powers that do not further its stated charitable purposes, except to an insubstantial degree. Furthermore, the Corporation shall not conduct any activities that are not permitted for an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or for an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code. No substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of—or in opposition to—any candidate for public office.

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. Upon the dissolution or final liquidation of the corporation, its assets remaining after payment of all debts and liabilities of the corporation shall be distributed to another public school that meets the requirements of Section III.A of IRS Notice 2015-07 for participation in a governmental plan under Section 414(d) of the Internal Revenue Code, or shall be distributed to the State of California, a political subdivision of the State, or an agency or instrumentality of the State or of a political subdivision of the State, as provided in the corporation's Articles of Incorporation.

Section 2. Closure of a Charter School.
If the corporation ceases operation of any charter school while the corporation itself continues in existence, the closure shall be conducted in accordance with the applicable charter, the requirements of the chartering authority, and applicable law, including California Code of Regulations, title 5, section 11962. After all debts and liabilities of the closed school are satisfied, restricted assets shall be returned to their grantor or source as required. To the extent permitted by law, the corporation may retain any remaining unrestricted assets and shall apply them exclusively toward the corporation's charitable and educational purposes. The corporation shall maintain documentation of the closure and asset disposition and make it available to authorizers and regulators upon request.

Section 3. Conflict with Articles of Incorporation.
In the event of any conflict between this Article and the corporation's Articles of Incorporation, the Articles of Incorporation shall control.

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 five (5) and no more than nine (9) voting directors. Directors shall serve two-year terms and may be re-elected, consistent with the term in section 5.

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 elected by the Board of Directors at any regular or special meeting. The Board may appoint a nominating committee to identify and recommend candidates, and any director may also nominate candidates.

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), Board Chair, Secretary, and Treasurer/Chief Financial Officer.

Section 2. Duties.

- The President shall supervise, direct, and control corporate affairs.
- The Board Chair shall lead the Board, preside over meetings, coordinate agendas with the President
- 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: October 27, 2026
Name: Marc Maye
Title: Secretary, TEACH Inc.
Signature: _____