



MEETING AGENDA - iLEAD Agua Dulce Board

Any public records relating to an agenda item for an open session of the Board which are distributed to all, or a majority of all of the Board members shall be available for public inspection at the main office of the school between 9:00 am and 3:30 pm.

Meeting

| | |
|---------------------|--|
| Meeting Date | Tuesday, September 6, 2022 |
| Start Time | 5:00 PM |
| End Time | 6:30 PM |
| Location | Address: 11311 Frascati Street, Agua Dulce, CA 9190 Zoom Meeting: https://zoom.us/j/5395735793 Meeting ID: 539 573 5793 Dial in Number: 1-669-900-6833 |
| Purpose | Regular Scheduled Meeting |

Agenda

1. Opening Items

1.1. Call The Meeting To Order (5:00 PM - 5:00 PM)

1.2. Roll Call (5:00 PM - 5:00 PM)

1.3. Pledge Of Allegiance (5:00 PM - 5:00 PM)

1.4. Approve Agenda (5:00 PM - 5:00 PM)

Due date: 9/6/2022

1.5. Approve Minutes (5:00 PM - 5:00 PM)

Discuss and take action on the Board Meeting Minutes.

Due date: 9/6/2022

Documents

- Minutes-2022-08-18-v1.pdf
-

2. Public Comments

2.1. Public Comments (5:00 PM - 5:00 PM)

The public may address the iLEAD Agua Dulce governing board regarding any item within the Board's jurisdiction whether or not that item appears on the agenda during this time. If you wish to address the Board, please complete a public comment card. Comments for the public will be limited to 3 minutes.

3. Closed Session

3.1. CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION (5:00 PM - 5:00 PM)



Gov. Code section 54956.9(d)(2): 1 Matter

4. Report of Closed Session (5:00 PM - 5:00 PM)

5. Consent Items

5.1. Personnel Report (5:00 PM - 5:00 PM)

Due date: 9/6/2022

Documents

- 8.29.22AguaDulcePersonnel Report_Agua Dulce .pdf
-

5.2. AB 361 Emergency Legislation Regarding Brown Act Meeting Requirements (5:00 PM - 5:00 PM)

AB 361 Emergency Legislation regarding the Board and public to meet safely in person or virtually given measures to promote social distancing.

Due date: 9/6/2022

Documents

- iLEAD AD - AB 361 Emergency Legislation Regarding Brown Act Meeting Requirements.pdf
-

6. Discussion And Reports

6.1. School Director Report (5:00 PM - 5:00 PM)

Lisa Latimer will present her report to the Board.

6.2. Brown Act Training - Closed Session (5:00 PM - 5:00 PM)

Review Closed Session laws under the Ralph M. Brown Act.

Documents

- Closed Session Cheatsheet (1).pdf
-

7. Action Items

7.1. Employee Referral Program (5:00 PM - 5:00 PM)

Discuss and take action regarding the Employee Referral Program.

Due date: 9/6/2022

Documents

- AD Employee Referral Program 2022.2023.docx.pdf
-

7.2. CA Interscholastic Federation (5:00 PM - 5:00 PM)

Discuss and take action regarding iLEAD Agua Dulce joining CFI.

Due date: 9/6/2022

7.3. Officer Roles (5:00 PM - 5:00 PM)



Discuss and take action regarding Officer roles as set forth in the Bylaws, and take action regarding current positions held by current Board Members.

Due date: 9/6/2022

Documents

- SI-100 iLEAD Agua Dulce (2019-0429) (2).pdf
-

8. Board Comments

8.1. Board Comments

(5:00 PM - 5:00 PM)

9. Closing Items

9.1. Next Meeting Date - October 25

(5:00 PM - 5:00 PM)

Our next meeting is scheduled for October 25th at 5PM.

9.2. Adjournment

(5:00 PM - 5:00 PM)

Please note: items on the agenda may not be addressed in the order they appear. The Board of Directors may alter the order at their discretion.

- **Board Room Accessibility:** The Board of Directors encourage those with disabilities to participate fully in the public meeting process. If you need a disability-related modification or accommodation, including auxiliary aids or services to participate in the public meeting, please contact the office at least 48 hours before the scheduled Board of Directors meeting so that we may make every reasonable effort to accommodate you. [Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (42 U.S.C. § 12132).]

The Secretary of the Board of Directors, hereby certifies that this agenda was publicly posted 72 or 24 hours prior to the meeting as required by law.



MEETING MINUTES - iLEAD Agua Dulce Board

Meeting

| | |
|-------------------|--|
| | Special meeting |
| Date | Thursday, August 18, 2022 |
| Started | 5:04 PM |
| Ended | 6:34 PM |
| Location | This meeting will be held virtually. Join us on ZOOM at: Zoom Meeting: https://zoom.us/j/5395735793 Meeting ID: 539 573 5793 Dial in Number: 1-669-900-6833 |
| Purpose | 2020-2021 Audit Contract Update and Action Revised Independent Study Policy |
| Chaired by | Christine Johnson |
| Recorder | Nicole Higdon |

Minutes

1. Opening Items

1.1. Call The Meeting To Order

The meeting was called to order at 5:04PM.

Status: Completed

1.2. Roll Call

Lester Mascon, present

Christine Johnson, present

Kurt Knechtel, present

Susan Slates, present

Mary Johnson, present

Status: Completed

1.3. Approve Agenda

Motion: Lester Mascon

Seconded: Kurt Knechtel

Unanimously approved.

Due date:

Status: Completed

1.4. Approve Minutes



Discuss and take action on the Board Meeting Minutes.

Minutes 2022-06-29

Motion: Lester Mascon

Seconded: Kurt Knechtel

Unanimously approved.

Minutes 2022-07-15

Motion: Lester Mascon

Seconded: Kurt Knechtel

Abstain Due To Absence on July 15: Susan Slate

Minutes Approved

Due date:

Status: Completed

Documents

- Minutes-2022-06-29-v1.pdf
 - Minutes-2022-07-15-v1.pdf
-

2. Public Comments

2.1. Public Comments

The public may address the iLEAD Agua Dulce governing board regarding any item within the Board's jurisdiction whether or not that item appears on the agenda during this time. If you wish to address the Board, please complete a public comment card. Comments for the public will be limited to 3 minutes.

No public comments made.

Status: Completed

3. Consent Items

3.1. AB 361 Emergency Legislation Regarding Brown Act

AB 361 Emergency Legislation regarding the Board and public to meet safely in person or virtually given measures to promote social distancing.

Mary Johnson motioned to continue virtual meetings.

Motion: Mary Johnson

Seconded: Lester Mascon

Unanimously approved.

Due date:

Status: Completed

Documents

- iLEAD AD - AB 361 Emergency Legislation Regarding Brown Act Meeting Requirements.pdf



4. Discussion And Reports

4.1. Maker Learning Network Contract Update

Discuss the Maker Learning Network Contract.

Lester Mascon, iLEAD Agua Dulce Board Member, presented his report on the contract negotiations to the Board. He emphasized that attention needs to be paid to descriptions of services.

Status: Completed

5. Action Items

5.1. 2020-2021 Audit Report

Discuss and take action to accept the 2020-2021 audit report.

Kelly O'brien, iLEAD Support Provider, presented the report and answered questions of the Board, with additional support by Wade McCullen.

Motion to Accept: Lester Mascon

Seconded: Mary Johnson

Unanimously approved.

Due date:

Status: Completed

Documents

- iLEAD AD WTB Audit 2021.pdf
 - iLEAD AD Draft Audit 2021.pdf
 - Agua Dulce Governance Communication Draft Audit 2021.pdf
 - Agua Dulce AJEs RJE's Audit 2021.pdf
-

5.2. Public Hearing and Adoption of Updated Independent Study Policy

The Governing Board shall consider, in a public hearing, the scope of its existing or prospective use of independent study as an instructional strategy, its purposes in authorizing independent study, and factors bearing specifically on the maximum realistic lengths of assignments and acceptable number of missed assignments for specific populations of pupils and take action accordingly.

Amanda Fischer, iLEAD Support Provider, discussed the Independent Study Policy and answered questions of the Board.

Motion: Mary Johnson

Seconded: Kurt Knechtel

Unanimously approved.

Due date:

Status: Completed

Documents

- Updated AD_ Independent Study Policy(5245720.1) (002) 2.pdf
-



5.3. Open Up Resources

Discuss and take action regarding the Open Up Resources curriculum package.

Lisa Latimer, iLEAD Agua Dulce Site Director, presented Open Up Resources and answered questions of the Board. Lester Mascon did request that curriculum be brought before the Board with more notice than right before the start of school.

Motion: Lester Mascon

Seconded: Susan Slates

Unanimously approved.

Due date:

Status: Completed

Documents

- Q-28364 iLEAD Agua Dulce (CA).pdf
-

6. Board Comments

6.1. Board Comments

Christine Johnson shared that she was in a meeting reviewing the IB program for High School.

Lester Mascon shared that he will be running for a district board position with AADUSD.

Mary Johnson stated that she really does not like receiving documents 24 hours prior to a meeting.

Lester Mascon said he would like for iLEAD AD to partner with CIF to have a sports program for middle and high school.

Status: Completed

7. Closing Items

7.1. Next Meeting Date - September 6 @ 5:00

The next meeting is scheduled for September 6th at 5PM.

Status: Completed

7.2. Adjournment

The meeting was adjourned at 6:34PM.

Status: Completed

Employment New Hires:

| | | |
|-------------------|-----------------------------|----------|
| Bair, Jason | Facilitator | 07.01.22 |
| Bertado, Andrew | Care Team Classroom Support | 08.23.22 |
| Cruz, Matthew | Care Team | 07.06.22 |
| Eisenberg, Skylar | Facilitator | 08.01.22 |
| Hoppe, Kristine | Facilitator | 08.01.22 |
| Knox, Shana | Care Team Cafe | 08.01.22 |
| Mascon, Karena | Care Team Student Support | 08.15.22 |
| Oerum, Paula | Care Team Student Support | 08.08.22 |
| Partis, Mallory | Facilitator | 08.01.22 |
| Rivera, Roger | School Counselor | 08.01.22 |
| Robles, Lumpini | Care Team Student Support | 08.23.22 |
| Williamson, Elsa | Facilitator | 08.01.22 |

RESIGNATIONS/TERMINATIONS

| | | |
|-----------------------|-------------|----------|
| Bair, Jason | Facilitator | 08.25.22 |
| Benedetti, Alyce | Facilitator | 07.01.22 |
| De Los Reyes, Melissa | Facilitator | 06.30.22 |
| De Los Reyes, Nathan | Facilitator | 07.22.22 |
| Moody, Krista | Care Team | 06.17.22 |
| Quan, Sue Ellen | Facilitator | 06.30.22 |
| Steese, Taige | Facilitator | 06.30.22 |
| Sturgeon, Elizabeth | Facilitator | 07.01.22 |
| Suber, Kenneth | Care Team | 08.18.22 |

| | | |
|--------------|-------------|----------|
| Ward, Tekoya | Facilitator | 08.01.22 |
| Wells, Grace | Facilitator | 07.01.22 |

STATUS CHANGE

| | | |
|--------------------|-------------------------------|----------|
| Amerongen, Julia | Substitute to Facilitator | 08.01.22 |
| Bippert, Lisa | Substitute to Facilitator | 08.01.22 |
| Dean, Veronika | Exploratorium to CTE | 08.01.22 |
| Higdon, Nicole | Office Manager to Facilitator | 08.01.22 |
| Kurfess, Sonia | Substitute to Facilitator | 08.01.22 |
| Montalvan, Vanessa | Care Team to Ed Specialist | 08.01.22 |



AB 361 Emergency Legislation Regarding Brown Act Meeting Requirements Board Approved:

Whereas, the Governor signed an Executive Order Suspending the Brown Act until October 1, 2021,

Whereas, the Governor signed Emergency Legislation AB 361 in September 2021,

Whereas, according to AB 361, the public charter school Board may take advantage of additional flexibility in teleconference meetings so long as the school complies with the following:

- The public has access via internet and/or telephone to the Board meeting and can provide public comment in some electronic form,
- The charter school uses its sound discretion and makes reasonable efforts to adhere, as closely as possible, to the other provisions of the Brown Act in order to maximize transparency and provide public access.

Whereas, AB 361 states that:

- If there is a state of emergency proclaimed by the Governor, the same suspension of teleconferencing rules apply, if either state or local officials have imposed or recommended measures to promote social distancing or, by Board vote a finding imminent risk to health or safety of attendees.

Whereas, SB 361 requires:

- The Board must provide means of how public comment will be available (internet/by phone);
- If a technical disruption occurs, no action can be taken; and
- No early requirement for public comment will be set into place and the Board shall allow for “real time” comments during full public comment period; and
- The Board makes a finding every 30 days to continue teleconferencing.

Therefore, based on the Board’s 30-day reconsideration of the current circumstances of the State of Emergency and situations of the State of Emergency continues to directly impact the ability of members to meet safely in person, and/or the State or local officials continue to impose or recommend measures to promote social distancing;

The Board has determined that it will hold its next meeting in a hybrid mode allowing Board Members and the public to attend the meetings in person using social distancing requirements or virtually given individual needs and choice of the attendee.

**CLOSED SESSION ITEM DESCRIPTIONS UNDER
THE RALPH M. BROWN ACT**

The following chart can be used when drafting the closed session item descriptions on agendas and minutes of governing board meetings. These item descriptions are from the “safe-harbor” descriptions under Government Code section 54954.5.

| GOV. CODE SECTION | CLOSED SESSION ITEM DESCRIPTION (The same language should be used for both the agenda and minutes) |
|--|--|
| 54956.8 (Use to discuss the purchase, sale, exchange, or lease of real property by or for the school) | CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8.) Property: [<i>address</i>] Agency negotiator: [<i>name of negotiator</i>] Negotiating parties: [<i>name of opposing party</i>] Under negotiation: [<i>e.g. “price and/or terms of payment”</i>] |
| 54956.9 (Use when threatened with litigation or an administrative proceeding, e.g. if the charter authorizer may revoke/ non-renew the charter, or SPED settlements, or potential exposure against the school) | CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION (Gov. Code section 54956.9(d)(2):([<i>number of matters</i>] matter(s) |
| 54956.9 (Use when considering suing someone) | CONFERENCE WITH LEGAL COUNSEL—ANTICIPATED LITIGATION (Gov. Code section 54956.9(d)(4).): [<i>number of matters</i>] matter(s)). |

| | |
|--|---|
| <p>54956.9 (Use to confer with, or receive advice from, legal counsel regarding pending litigation)</p> | <p>CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Gov. Code section 54956.9(d)(1).) Name of Case: <i>[insert case name or number]</i></p> <p><i>OR, if disclosing the case name would jeopardize settlement negotiations, use the following:</i></p> <p>CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION (Gov. Code section 54956.9(d)(1).) Case Name Unspecified: (disclosure would jeopardize settlement negotiations)</p> |
| <p>54957 (Use when discussing the hiring of a new employee)</p> | <p>PUBLIC EMPLOYEE APPOINTMENT (Gov. Code section 54957(b)(1).) Title: <i>[title of position to be filled]</i></p> <p>[See the “NOTES” section below.]</p> |
| <p>54957 (Use when reviewing the performance of an existing employee)</p> | <p>PUBLIC EMPLOYEE PERFORMANCE EVALUATION (Gov. Code section 54957(b)(1).) Title: <i>[title of employee being evaluated]</i></p> |
| <p>54957 (Use when discussing the discipline or dismissal of an employee; keep in mind there are also notice obligations for this type of closed session)</p> | <p>PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE (Gov. Code section 54957(b).)</p> |

| | |
|---|--|
| <p>54957.6 (Use when negotiating [salaries, compensation, etc.] with represented or unrepresented employees)</p> | <p>CONFERENCE WITH LABOR NEGOTIATORS (Gov. Code section 54957.6.) Agency designated representatives: [<i>names of representatives</i>] Employee Organization: [<i>name of organization representing employees</i>]</p> <p><i>OR, if the employee is unrepresented, use the following:</i></p> <p>CONFERENCE WITH LABOR NEGOTIATORS (Gov. Code section 54957.6.) Unrepresented employee: [<i>title of employee</i>]</p> |
| <p>54957 (Use when meeting with law enforcement personnel on matters posing a threat to the security of public buildings or services—this is rare)</p> | <p>THREAT TO PUBLIC SERVICES OR FACILITIES (Gov. Code section 54957(a).) Consultation with: [<i>specify name of law enforcement agency and title of officer</i>]</p> |
| <p>48918(c) (use when discussing student expulsion)</p> | <p>STUDENT EXPULSION (Ed. Code section 48918(c)): ([<i>number of matters</i>] matter(s)).</p> |

NOTES

When discussing School Director Evaluation, other than “oblique references” to compensation in closed session (e.g., whether the School Director deserves a raise based on the evaluation), the discussion/decision on that person’s compensation must happen in open session. So usually, the above closed session item would be followed by an open session item such as:

1. School Director Employment Agreement

That is where the board can discuss the terms of the contract and proposed compensation, and approve. Remember that when the board takes action on any executive compensation, prior to taking final action the board must orally report a summary of the recommendation for compensation per Gov. Code section 54953(c)(3), and action on executive compensation can only happen at a regular meeting (not a special meeting). The Board must also review for reasonableness, e.g. by looking at comparable data. Below is some sample language for an oral summary, which will need to be revised based on the actual proposed compensation:

“We would like to approve the (name of school) Director Contract for the (xxxx-xxxx) school year, beginning on July 1, (xxxx) and concluding June 30, (xxxx).

School Director’s annual pay has increased (#)% for an annual salary of \$(xxxxxx), with the possibility of annual raises at the board’s discretion, except that she/he will be eligible for cost of living increases given to other staff. She/He will be entitled to participate in the employee benefit program at the same rate as all current employees, which currently is at \$(xxx) per month.”

In practice, the way this usually works is that the board chair, counsel for the school, the school director, and their lawyer if they have one, communicate ahead of the meeting to come up with a compensation number and contract terms to propose to the full board. Or sometimes, the board will appoint an ad hoc committee to do that negotiating work.



Employee Referral Program Process & Guidelines

We need your help! iLEAD Agua Dulce (iLEAD) is always looking for great individuals to join our team, and now more than ever, we need fun, compassionate, inspirational individuals to join us.

We are excited to implement an Employee Referral Program (ERP) as an important part of the recruitment process. iLEAD employees can now receive a referral bonus of up to \$1,000* (*less applicable taxes and deductions*).

That's where you come in! We are encouraging employees to check iLEAD's vacant positions on Indeed or Edjoin and think about your social networks as potential resources to help refer candidates to iLEAD.

Employee Referral Program Process:

Who Can Make a Referral? All iLEAD employees can make a referral. However to be eligible for this program and to receive the referral bonus, the referred candidate must be made to the school/program of the referring staff member. (*For more information regarding this question, refer to the provisions listed in Appendix A.*)

How much is the referral Bonus? The Employee Services department will inform employees beforehand, so they know the bonus amount. The referral bonus depends on the position vacancy. The bonus amounts are different for each position. There will be some positions that will be identified as hard to fill. In general, the **Referral Reward Payment Tier 1:** As of *September 07, 2022* the new Employee Referral Program Bonus amount is set at \$500 (general positions), \$1000 (hard to fill)*. All referral bonuses will be divided into 2 payments and are subject to all applicable taxes and deductions (** hard to fill details outlined in appendix A of this document*).

How do I refer someone? The process of referring an applicant (candidate) is simple. The applicant is required to indicate that you referred them on their online application in the appropriate field (on the iLEAD Applications the section would be: "**referral**" source, and "**Name**"). Please instruct the candidate you are referring to list "**OTHER**" as the source. iLEAD employees are asked to complete the Employee Referral Program form using this following link: [ERP Incentive Form](#)

iLEAD's employment application allows for the candidate to explicitly type in the referring employee's name. The employee's full name must be completely typed into the application. In the event that the same candidate is referred by more than one employee, the given employee's name on the application will govern.

How soon would I receive the payment? Payments: Once a referral is hired and completes 90 days of service at iLEAD the employee that made the referral will receive half of the referral bonus during the next scheduled referral payment cycle (check requests are processed semi-monthly). The referring employee will then receive the second half of the referral bonus when the referred employee meets their 12 month anniversary. **Please Note: Both** employees have to be employed at the time of the payment, in order to receive the payment. Bonuses are considered supplemental wages and are therefore taxable as defined by the Internal Revenue Service (IRS).

Is there a cap to how many employees' I can refer? There is no cap on the number of referrals an employee can make. We ask that employee's keep in mind that this program is provided to help employee's refer candidates that they **truly believe** will be successful in serving iLEAD's mission, help support iLEAD's vision and can exemplify

iLEAD's values. We **dissuade** employees who seek to only refer candidates solely for the bonus money and not for a true fit for the organization or vacancy.

How will I know that a referral has been hired? Employee Services will notify the referring employee of their eligibility and time frame of when they will be eligible for their referral bonus via email from employeeservices@ileadcalifornia.org. Employee Services will complete the payment request and submit it to the Payroll department to pay the referral bonus. The payment will be reflected in the employee's paycheck. As for the applicant you are referring, we asked that you remind them to notify you if they are hired to work at iLEAD.

APPENDIX A

PLEASE NOTE THE FOLLOWING PROVISIONS AND GUIDELINES:

- **Continued from “Who can make a referral?”:** The following positions are not eligible to participate in the ERP:
 - Director levels and above
 - Employee Services personnel
 - Any persons with hiring authority over the referred candidates
- **Notification:** The Employee Services department will notify the referring employee of their eligibility and time frame of when they will be eligible for their referral bonus via email from employeeservices@ileadcalifornia.org. The Employee Services department will complete the Personnel Action Form and submit to the Payroll Department to pay the referral bonus. The payment will be reflected in the employee’s paycheck.
- **Program Changes:** We may change our referral bonus program over time to add more interesting incentives. We also reserve the right to abolish certain bonuses if they prove ineffective or inefficient. Employees who referred candidates before a bonus was abolished or changed will still receive the appropriate bonus.
- **Referred candidates** cannot be current or previously employed employees of the iLEAD network in any capacity, to include temporary, unpaid intern status or contracted employees.
- **Hiring Guidelines:**

iLEAD is an Equal Opportunity Employer and is committed to fostering diversity within its staff. iLEAD promotes equal opportunity for all employees and applicants. In doing so, we comply with local, state, and federal laws and regulations to ensure an equal employment opportunity for everyone. We don’t discriminate in employment opportunities or practices on the basis of race, ancestry, color, religion, gender, sexual orientation, gender identity, national origin, age, disability, citizenship, military service obligation, veteran status or any other basis protected by federal, state or local laws. Our policies and personnel practices are intended to ensure that all of us are treated equally with regard to recruiting, hiring, and advancement, and our decisions on employment are made to further the principle of equal employment opportunities for employees.

iLEAD will look to select the best candidate for the position despite if the candidate has been referred. While an employee referral program is a great recruiting tool, iLEAD will only use this program as a percentage of its recruiting effort to avoid creating an unintentional disparate impact on some protected groups if employees refer candidates of the same race, religion, national origin, or any other protected class. All candidates will be evaluated for employment consistent with iLEAD policies and procedures. All information regarding the hiring decision will remain strictly confidential. Any disputes or interpretations of the program will be handled through Employee Services.

Other Things You Should Know

Employee Referral Programs are more effective when hiring managers prioritize hiring. We asked hiring managers to review all applications and screen for the most qualified candidates. Collectively, timeliness and communication to the candidates will be crucial in the success of this program. If you have any questions regarding the program, please contact the Employee Services team at employeeservices@ileadcalifornia.org.

Please note: For part-time positions (less than 30 hours a week) referral amount will be 50 percent of what’s listed below.

| Position Title | Tier 1 Reward: Incentive Amount (Paid After 90 days of successful employment). | Tier 2 Reward: Paid After 12 Months | Expires |
|---|--|-------------------------------------|---------------------------------------|
| General Employee Referral | \$250 | \$250 | Ongoing |
| Hard to Fill* General Employee Referral | \$500 | \$500 | When position vacancy posting closes. |

***Hard to Fill Determinations:** A hard-to-fill vacancy is an open job vacancy that has been posted for over 30 days and, despite active measures there have been no applicants or the applicants have not been sufficiently qualified or suitable for the job in question.



Secretary of State
Statement of Information
 (California Nonprofit, Credit Union and
 General Cooperative Corporations)

SI-100

119

FILED
 Secretary of State
 State of California

APR 29 2019

IMPORTANT — Read instructions **before completing this form.**

Filing Fee – \$20.00;

Copy Fees – First page \$1.00; each attachment page \$0.50;
 Certification Fee - \$5.00 plus copy fees

1. Corporation Name (Enter the **exact** name of the corporation as it is recorded with the California Secretary of State)

iLEAD Agua Dulce

NF
 This Space For Office Use Only

2. 7-Digit Secretary of State File Number

C4173432

3. Business Addresses

| | | | |
|--|-------------------------|-------|----------|
| a. Street Address of California Principal Office, if any - Do not enter a P.O. Box | City (no abbreviations) | State | Zip Code |
| 11311 Frascati Street | Agua Dulce | CA | 91390 |
| b. Mailing Address of Corporation, if different than item 3a | City (no abbreviations) | State | Zip Code |
| | | | |

4. Officers

The Corporation is required to enter the names and addresses of all three of the officers set forth below. An additional title for Chief Executive Officer or Chief Financial Officer may be added; however, the preprinted titles on this form must not be altered.

| a. Chief Executive Officer/ | First Name | Middle Name | Last Name | Suffix |
|-----------------------------|------------|-------------------------|-----------|----------|
| President | Christine | | Johnson | |
| Address | | City (no abbreviations) | State | Zip Code |
| 11311 Frascati Street | | Agua Dulce | CA | 91390 |
| b. Secretary | First Name | Middle Name | Last Name | Suffix |
| | Mary | | Johnson | |
| Address | | City (no abbreviations) | State | Zip Code |
| 11311 Frascati Street | | Agua Dulce | CA | 91390 |
| c. Chief Financial Officer/ | First Name | Middle Name | Last Name | Suffix |
| Treasurer | Lester | | Mascon | |
| Address | | City (no abbreviations) | State | Zip Code |
| 11311 Frascati Street | | Agua Dulce | CA | 91390 |

5. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL – Complete Items 5a and 5b only. Must include agent's full name and California street address.

| | | | |
|---|-------------------------|-----------|----------|
| a. California Agent's First Name (if agent is not a corporation) | Middle Name | Last Name | Suffix |
| Lester | | Mascon | |
| b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box | City (no abbreviations) | State | Zip Code |
| 11311 Frascati Street | Agua Dulce | CA | 91390 |

CORPORATION – Complete Item 5c only. Only include the name of the registered agent Corporation.

| |
|---|
| c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 5a or 5b |
| |

6. Common Interest Developments

Check here if the corporation is an association formed to manage a common interest development under the Davis-Sterling Common Interest Development Act (California Civil Code section 4000, et seq.) or under the Commercial and Industrial Common Interest Development Act (California Civil Code section 6500, et seq.). The corporation must file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code sections 5405(a) and 6760(a). See Instructions.

7. The information contained herein, including in any attachments, is true and correct.

11/27/18

Date

Christine Johnson

Type or Print Name of Person Completing the Form

President

Title

Christine Johnson
 Signature



**BYLAWS
OF
iLEAD AGUA DULCE**
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1.01 Corporate Name. The name of this corporation is iLEAD Agua Dulce.

**ARTICLE II
OFFICES**

Section 2.01 Principal Office. The corporation's principal office is located at 11311 Frascati Street, Agua Dulce, CA 91390. The Board of Directors ("Board") may change the principal office from one location to another within the State of California.

Section 2.02 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 III
PURPOSES**

Section 3.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV
DEDICATION OF ASSETS**

Section 4.01 Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable and educational 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 dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation.

**ARTICLE V
MEMBERSHIP**

Section 5.01 No Members. The corporation shall not have any members.

Section 5.02 Associates. Nothing in this Article V shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members of the corporation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the

discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person who does not have the right to vote for the election of Directors, on a disposition of substantially all of the corporation's assets, on the merger or dissolution of it, or on changes to its Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

Section 5.03 Authority Vested in the Board. Any action that would otherwise require 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 will vest in the Board.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to 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 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers enumerated in these Bylaws and permitted by law:

(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; 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 adopt, make, and use a corporate seal and alter the form of the seal from time to time as they may deem best;

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

(g) 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;

(h) 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

(i) 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 6.03 Number and Election of Directors.

(a) The Board of Directors shall be comprised of between three (3) and five (5) members, with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of these Bylaws. The initial Board shall be comprised of the three (3) Directors appointed by the Incorporator. With the exception of the initial Board, Directors shall be elected by the vote of a majority of Directors then in office. All Directors shall have full voting rights, including any representative appointed by the Acton-Agua Dulce Unified School District under Education Code Section 47604(b).

(b) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation, and a dedication to its charitable endeavors. The Board shall strive for members to represent the general community, to have legal, financial and pedagogical experience, or other skills and expertise, to effectively govern the charter school. The Board, or a committee appointed by the Board, shall interview all candidate Board members prior to their election to the Board.

(c) The Board of Trustees of the Acton-Agua Dulce Unified School District may appoint one representative to serve on the Board pursuant to Education Code Section 47604(b).

Section 6.04 Terms Of Office. Except for the initial Board, each Director shall hold office for three (3) years. The members of the initial Board shall stagger their terms to establish continuity and sustainability. The initial Board shall select a Director to serve a one-year term, another Director to serve a two-year term, and the remaining Director to serve a three-year term. There shall be no limitation on the number of consecutive three-year terms to which a Director may be reelected.

Section 6.05 Events Causing Vacancies On Board. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, 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 Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected.

Section 6.06 Removal. Other than a Director appointed by the Acton-Agua Dulce Unified School District pursuant to Education Code Section 47604(b), any Director may be removed at any time by a majority vote of the Board, with or without cause. Members of the iLEAD community (i.e., staff employed at iLEAD Agua Dulce or parents with a student currently attending iLEAD Agua Dulce) may recommend removal of any Director by submitting a written justification for such removal to the Board President for consideration by the Board.

Section 6.07 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President/ CEO, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective.

Section 6.08 Brown Act. At all times that the corporation has a valid charter to operate a charter school and the charter so requires, meetings of the Board shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (California Government Code Sections 54950, *et seq.*), as the same may be modified from time to time ("Brown Act"), and shall occur at the school site or another suitable location within the jurisdictional boundaries of the Acton-Agua Dulce Unified School District which is accessible to the iLEAD community and the public.

Section 6.09 Annual Meetings. The Board shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting.

Section 6.10 Regular Meetings. Regular meetings of the Board, including annual meetings, shall be held at the school site, or another suitable location within the jurisdictional boundaries of the Acton-Agua Dulce Unified School District which is accessible to the iLEAD community and the public, and at such times as may from time to time be fixed by the Board. Regular meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with the Brown Act, and agendas for such meetings will be posted seventy-two (72) hours previous to the meeting at the entrance of the school's main office and on the school's website, if it has one, containing a brief general description of each item of business to be transacted or discussed at the meeting. The agendas may also be posted in location that is freely accessible to members of the public, such as on the community bulletin board at the school site.

Section 6.11 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chairperson of the Board, if any, the President/ CEO, the Secretary, or

any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by any other means. In compliance with the Brown Act, notice of special meetings shall be provided at least twenty-four (24) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to the person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. Agendas for special meetings shall be posted in the same locations as for regular meetings as set forth in Section 6.10 above.

Section 6.12 Quorum. A majority of the authorized number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors at a meeting duly held at which a quorum is present shall be regarded as the 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 director has a direct or indirect material financial interest), Section 5234 (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) (indemnification of directors), 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 Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.13 Participation in Meetings by Conference Telephone. Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, members of the Board may participate in a meeting through the use of teleconference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with one another. Such meeting must also be noticed and conducted in compliance with Section 54953(b) of the Brown 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 charter school's jurisdiction;

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

(c) If the Board elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;

(d) All locations where a member of the Board participates in a meeting 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 6.14 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director 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 6.15 Action Without Meeting. Until the corporation has an approved charter to operate a charter school, any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 6.16 Adjournment. A majority of the Directors 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 time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.17 Fees and Compensation. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business. The corporation may carry liability insurance respecting the conduct of the corporation's business by the Directors.

ARTICLE VII OFFICERS

Section 7.01 Required Officers. The officers of the corporation shall be a President and/or CEO, a Secretary, and a Treasurer and/or Chief Financial Officer.

Section 7.02 Permitted Officers. The corporation may also have, at the discretion of the Board, a chairperson of the Board, one or more Vice Presidents, and such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 7.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that the Secretary nor the Treasurer/ Chief Financial Officer may serve concurrently as the President/ CEO or chairperson of the Board.

Section 7.04 Election of Officers. The corporation's officers shall be elected 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 7.05 Removal of Officers. Any officer may be removed, either with or without

cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.06 Resignation of Officers. 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 at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.07 Vacancies. 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 regular election or appointment to such office, provided that such vacancies shall be filled as they occur.

Section 7.08 President/ CEO. Subject to the control of the Board, and subject to the President/ CEO's contract of employment, if any, the President/ CEO is the general manager and chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The President/ CEO has the general powers and duties of management usually vested in the office of President/ CEO and such other powers and duties as may be prescribed from time to time by the Board.

Section 7.09 Chairperson of the Board. The Board may elect one Director to serve as Chairperson of the Board. He or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Directors promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer/ Chief Financial Officer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.11 Treasurer/ Chief Financial Officer. The Treasurer/ Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets,

liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director. The Treasurer/ Chief Financial Officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board; disburse the funds of the corporation as may be ordered by the Board; and shall render to the President/ CEO and Directors, upon request, an account of all transactions and of the corporation's financial condition. The Treasurer/ Chief Financial Officer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Treasurer/ Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.12 Compensation of Officers. 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 President/ CEO, the President/ 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 XIII COMMITTEES

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors 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 Directors or a majority of all of the Directors;

(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 Directors 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;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors 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 8.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, and held and taken in accordance with, the Brown Act and 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 8.03 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.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its Directors, 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 Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(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 Directors shall authorize indemnification.

Section 9.02 Other Indemnification. No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 9.03 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 10.01 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 executive office, or if its principal executive office is outside the State of California, at its principal office in this state.

Section 10.02 Inspection. Every director shall have the absolute 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. Such inspection by a director 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 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Director 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 10.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, 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 Director any information required by Corporations Code Section 6322 with respect to the preceding year.

Section 10.05 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization

information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

ARTICLE XI OTHER PROVISIONS

Section 11.01 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President/ CEO, Vice President, Secretary or Treasurer/ Chief Financial Officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 11.02 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 11.03 Fiscal Year. The fiscal year of the corporation shall end on the last day of June of each year.

ARTICLE XII AMENDMENT OF BYLAWS

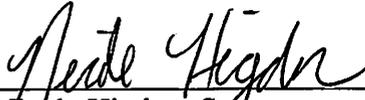
Section 12.01 Bylaw Amendments. The Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the authorized number of Directors.

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CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of iLEAD Agua Dulce, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation that were duly adopted by written consent of the corporation's Board of Directors on August 28, 2018.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on August, 2018.



Nicole Higdon, Secretary
iLEAD Agua Dulce