

Bylaws
PORT OF LOS ANGELES HIGH SCHOOL
A California Nonprofit Public Benefit Corporation

ARTICLE 1
OFFICE

The corporation's principal office shall be at 250 W. 5th St., San Pedro, California, 90731 located within the boundaries of the Los Angeles Unified School District in the County of Los Angeles; or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

ARTICLE 2
PURPOSE

This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The specific purpose of the corporation is to manage, operate, guide, direct, and promote the Port of Los Angeles High School, a California Public Charter High School.

ARTICLE 3
MEMBERSHIP

The corporation has no members. The rights, which would otherwise vest in, the members vest in the Trustees of the corporation (hereinafter "Board") of Port of Los Angeles High School (hereinafter "POLAHS"). Actions, which would otherwise require approval by a majority of all members or approval by the members, require only approval of a majority of the Board.

ARTICLE 4
BOARD OF TRUSTEES

4.1 Number of Trustees

1. The corporation shall have no fewer than nine (9) and no more than twelve (12) and collectively they shall be known as the Board of Trustees.
2. One Trustee shall represent the Parent Organization for POLAHS (POPS) volunteer association.
3. One Trustee position shall represent the POLAHS Teaching Staff.
4. One non-voting Trustee position shall represent POLAHS students.
5. The Los Angeles Unified School District's Governing Board is entitled to a single representative on the Board of Trustees. In order to ensure an odd number of Trustees, the Board of Trustees reserves the right to increase the total number of Trustees by one (1) member should the Los Angeles Unified School District's Governing Board appoint a single representative to the Board of Trustees, subject to the limitations on the maximum number of Trustees set forth herein.

4.2 Electing Trustees

New Board members may be added at any time. Subject to the limitations set forth herein; when a vacancy must be filled on the Board of Trustees, the Personnel Committee shall review and recommend candidates to the full Board of Trustees. Official membership will be established by a majority vote of Trustees currently in office.

1. The Staff Trustee:
 - A. Shall be elected annually by his/her peers
 - B. In the event the Trustee is unable to complete the term, a new election will be held.

2. The Student Trustee:
 - A. Shall be elected annually by the students
 - B. Shall maintain a minimum 2.0 GPA
 - C. Shall maintain excellent or satisfactory cooperation grades
 - D. In the event the Trustee is unable to complete the term, the runner-up will be given first right of refusal. If the runner-up is not able or willing to become the Student Trustee a new election will be held.

4.3 Trustee Terms

Trustee terms of service on the Port of Los Angeles High School Board of Trustees shall be for two years, always beginning July 1st and ending June 30th, except that new Board members may be added at any time during the year to fill a vacancy. Terms of service for Board members that have not served a full year as of a given June 30th shall have their term extended to June 30th of the subsequent year. Trustees shall serve two (2) year terms with the following exceptions: POPS representative, Teacher representative, Student representative and LAUSD designee (if applicable) shall serve a one (1) year term

4.4 Re-Electing Trustees

Prior to the expiration of each Trustee's current term, the Board President will meet with and determine the Trustee's desire to be considered for re-election.

The Board or its designated committee will evaluate each candidate for re-election individually and will evaluate their overall contribution to the Board as a critical part of their recommendation. Voting will be done for each position by roll call.

4.5 General Powers

The Board of Trustees is responsible for establishing and overseeing the mission of Port of Los Angeles High School. Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation, and these Bylaws, the activities and affairs of the corporation 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, contracted business entity, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

4.6 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following specific powers in addition to any other powers enumerated in these Bylaws and permitted by law:

1. Establish the organization's mission, vision, and purpose and regularly review the status of upholding it.
2. Recruit and appoint new Board members and provide orientation training.
3. Approve and monitor the school's annual budget, budget revisions, and monthly cash flow statements.
4. Approve major policies and procedures to ensure that POLAHS is well organized and administered and so that the operation is in compliance with state charter law.
5. Approve appropriate compensation, benefit policies, and employment practices.
6. Annually review the performance of the Board and take necessary steps to improve as indicated.
7. Act as a fiscal agent. This includes but is not limited to the receipt of funds for the operation of the Charter School in accordance with applicable laws and the receipt of grants and donations consistent with the mission of Schools.
8. Contract with an external independent auditor to produce an annual financial audit according to generally accepted accounting practices.
9. Approve annual independent fiscal audit and performance report.
10. Hire a Principal and other key administrative staff as needed, and review or cause to be reviewed their performances annually.
11. Monitor student achievement to ensure progress toward fulfillment of the mission.
12. Approve contractual agreements in accordance with Board policies.
13. Establish operational committees as needed.
14. Review requests for out of state or overnight field trips.
15. Execute all applicable responsibilities provided for in the California Corporations Code.
16. Engage in ongoing strategic planning, including the annual LCAP update and goal setting process.
17. Approve the schedule of Board meetings.
18. Participate in the dispute resolution procedure and complaint procedures when necessary.
19. Approve charter amendments as necessary and submit requests for material revisions as necessary to the District for consideration.

20. Appoint an administrative panel to take action on recommended student expulsions.
21. Strengthen POLAHS' financial base by participating in and contributing to fundraising efforts.
22. Promote POLAHS' mission by generating goodwill and engaging support within the community.

4.7 Trustee Duties

It shall be the duty of each Trustee to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Charter Granter, by the Articles of Incorporation of this corporation, or by these Bylaws.
2. Meet at such times and places as required by these Bylaws and in accordance with the Brown Act.
3. Register their addresses with the Secretary of the corporation and notices of meetings mailed or emailed or otherwise delivered to them at such addresses shall be valid notices thereof.
4. To carry out such other duties as are described within the Charter and the Trustees Commitment Letter.

4.8 Resignations and Removal

1. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Trustee may resign, effective upon giving written notice to the President, or Secretary of the Board, unless the notice specifies a later effective date. If the resignation is effective at a future date, a successor may be selected before such date, to take office when the resignation becomes effective.
2. The Board may declare vacant the office of any Trustee who has been convicted of a felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind, by any court of competent jurisdiction.
3. A Trustee may be removed by a majority of the Trustees then in office.
4. No reduction of the authorized number of Trustees shall result in removing any Trustee prior to the expiration of the Trustee's term of office.

4.9 Compensation

Trustees shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

4.10 Non-liability of Trustees

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

4.11 Indemnification by Corporation of Trustees, Officers, Employees and Other Agents

1. To the extent that a person who is, or was, a Trustee, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
2. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

4.12 Insurance for Corporate Agents

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Trustee, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5 MEETINGS OF THE BOARD

5.1 Brown Act

Notwithstanding any other provision of these Bylaws, to the extent required by law or the terms of a charter granted to the corporation, meetings of the Board concerning the operations of POLAHS – a public charter school operated by the corporation – will be called, noticed, and held in accordance with the Ralph M. Brown Act.

5.2 Place of Meetings

Board Meetings shall be held at the corporation's principal office or at any other reasonably convenient place the Board may designate. The Corporation's principal office shall at all times be located within the boundaries of the Los Angeles Unified School District.

5.3 Annual Meetings

An Annual Meeting shall be held at a time, date, and place as specified and noticed by the Board (usually June of each year). The purpose of the annual meeting, in addition to regular business, will be the election of officers and the re-election of Trustees.

5.4 Regular Meetings

Regular Meetings shall be held monthly or on a regular schedule established by the Board at a date and time to be determined by the Board. Notification of such meetings and the agendas shall be posted in a public place and on the school's website no less than seventy-two (72) hours prior to the meeting date and time. Minutes of Board actions taken at regular meetings shall be publicly posted within forty-eight (48) hours of being approved by Board action.

5.5 Special Meetings

A Special Meeting shall be held at any time if called by the President of the Board, and in accordance with the Ralph M. Brown Act.

5.6 Quorum of Meetings

1. A majority of the Trustees then in office, excluding Emeritus members, shall constitute quorum. Every act or decision done or made at a meeting at which a quorum is present is an act of the Board. Teleconferencing to obtain a quorum may be done in accordance with the Ralph M. Brown Act.
2. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such a meeting.
3. Trustees may not vote by proxy.

5.7 Adjournment

A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting. If the work of the agenda has not been completed the meeting may be adjourned to another time and place. Notice of the time and place of rescheduled meeting will be addressed by public notice.

5.8 Meeting Notices

1. Meetings of the Board may not be held without proper notice as specified in the Brown Act.
2. Special meetings of the Board shall be held upon no less than twenty-four (24) (Gannon, Martis, Pisano, Costa, Daly, Kostrencich, Ramirez, Stansbury, Townsend, Vidovich) hours notice. Such notices shall be addressed to each Trustee at his or her physical or email address as shown on the records of the corporation. Public notice in the form of an agenda shall be posted no less than twenty-four (24) hours prior to the special meeting time and date.
3. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place of the adjourned meeting is fixed at the adjourned meeting and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Trustees absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

5.9 Conduct of Meetings

1. Meetings of the Board of Trustees shall be presided over by the President of the Board, or in his or her absence, by the Vice President of the Board or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting.

2. Meetings shall be governed by "Roberts' Rules of Order," as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

ARTICLE 6 OFFICERS

6.1 Number of Officers

The officers of the corporation consist of a President, Vice President, Treasurer, and a Secretary. The corporation also may have such other officers as the Board deems advisable.

6.2 Duties of Officers

1. President

Subject to Board approval, the President shall (a) assume the powers and duties as the Board may prescribe; (b) preside at Board meetings; and (c) perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees.

2. Vice-President:

Subject to Board approval, the Vice President shall: (a) perform all the President's duties if the President is absent or disabled and, when so acting, shall have all the President's powers and be subject to the same restrictions; and (b) have other such powers and perform such other duties as the Board may prescribe.

3. Secretary

Subject to Board approval the Secretary shall: (a) keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles of Incorporation and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees; (e) exhibit at all reasonable times to any Trustee of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Trustees of the corporation.

4. Treasurer

Subject to Board approval, the Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render or cause to be rendered to the President and the Board, as requested but no less frequently than once every fiscal year, an account of the

corporation's financial transactions and financial condition; (f) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and; (g) have such other powers and perform such other duties as the Board may prescribe.

6.3 Election of Officers

1. The Board President will issue a call for nominations to all Trustees currently in office no less than 30 days prior to the annual meeting (usually June of each year) or the regular meeting or special meeting designated for the purpose of electing officers. Nominees for any office must have served a minimum of one year on the Board and be in good standing. Nominations shall be submitted to the President in writing (including email). Nominations may be made by any Board member including self-nominations. Nominations should include the name of the person being nominated and the position to which they are being nominated. The names and positions of nominees will be circulated to the entire Board prior to the meeting.
2. Board members may remove themselves from consideration at any point in the process including at the meeting.
3. Formal nominations will be made and seconded at the annual Board meeting or the meeting designated for the purpose of elections. The Board shall hear and consider arguments for or against any nominee. Voting will be done by position by a roll call. No confidential balloting will be permitted. If no nominee receives a majority of the votes of trustees currently in office, a "run-off" election will be immediately conducted between the top two vote getters. This process will continue until a single nominee for each office receives a majority vote of trustees currently in office.
4. Terms of office shall be for one complete academic year (July 1 through June 30). The term of office for officers elected at times other than June of each year shall begin as of July 1st of the next academic year.
5. Officers may be elected for no more than two consecutive terms in the same office.
6. Officers may not hold multiple positions concurrently.

6.4 Removal and Resignation

1. The Board may remove any officer from office at any time by a majority vote of Trustees then in office.
2. Any officer may resign their office at any time by giving written notice to the Board President or Secretary. The resignation will take effect on receipt of the notice or at a later date if specified in the notice of resignation.

6.5 Vacancies

A vacancy of any officer position caused by the death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until the Board shall fill the vacancy. Vacancies occurring in officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

6.6 Executive Council

1. An Executive Council has been established to facilitate decisions and/or actions between regular Board of Trustees meetings or to assist the President in such situations as deemed necessary.
2. The Executive Council shall be composed of the officers of the Board, which are the President, Vice President, Secretary, and Treasurer.
3. Meetings of the Executive Council shall be called by the President and shall be in compliance with the terms and conditions of meetings as specified in the Bylaws and the Ralph M. Brown Act.
4. All actions and decisions made by the Executive Council are subject to review, discussion, and approval by the Board of Trustees as a whole.

ARTICLE 7 COMMITTEES

7.1 Board Committees

1. The Board may, by resolution adopted by a majority of the Trustees then in office, provided that a quorum is present, create one or more standing or ad hoc committees, each consisting of at least two (2) members of the Board, to serve at the pleasure of the Board. Establishment of such Board committees shall be by majority vote of the Trustees then in office, and the chairperson of such Board committees shall be elected by the majority of the committee. Each committee shall have all of the authority of the Board to the extent delegated by the Board, except that no committee, regardless of Board resolution, may:
 - A. Fill vacancies on the Board or on any committee that has the authority of the Board
 - B. Fix compensation of Trustees for serving on the Board or any committee
 - C. Amend or repeal Bylaws or adopt new Bylaws
 - D. Amend or repeal any resolution of the Board which by its express terms is neither amendable nor repealable
 - E. Appoint committees of the Board or the members thereof
 - F. Spend corporate funds to support a nominee or applicant for Trustee after there are more people nominated for Trustee than can be elected
 - G. Approve any self-dealing transaction, except as provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law
 - H. Approve any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the Board
2. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of its members (but not below two), and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report its actions to the Board.

7.2 Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws, and in accordance with the Brown Act, concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular

meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The time for special meetings of committees may also be fixed by the Board of Trustees. The Board of Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

8.1 Execution of Instruments

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

8.2 Checks and Notes

Except as otherwise specifically determined by action of the Board of Trustees, or as otherwise required by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation must be signed by two Board-approved signers.

8.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

8.4 Gifts

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

9.1 Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of California:

1. Minutes of all meetings of Trustees, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which

shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

9.2 Corporate Seal

The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

9.3 Trustees' Inspection Rights

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

9.4 Public Records Inspection Rights

The California Public Records Act (Government Code Section 6250 et seq.) requires that all records of public agencies be available, upon request, to any member of the public unless the information is specifically exempt from such disclosure. As a California Charter School, Port of Los Angeles High School ("POLAHS") will adhere to this mandate and ensure that all public information not specifically exempt by statute is released upon request. POLAHS has adopted a Public Records Access Policy to establish an orderly and consistent procedure for responding to public records requests.

9.5 Annual Reports

The Board shall cause an audited annual fiscal report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Trustees of the corporation and document is subject to the Public Records inspection rights as outlined in the POLAHS Public Records Access Policy The report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
4. 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, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 10 FISCAL YEAR

10.1 Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 11
AMENDMENT OF BYLAWS

11.1 Amendment of the Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, may be altered, amended, or repealed and new Bylaws adopted as follows:

1. Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Trustees unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Trustees of the corporation, the maximum or minimum number of Trustees, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
2. By approval of the members, if any, of this corporation.

Bylaws
PORT OF LOS ANGELES HIGH SCHOOL
A California Nonprofit Public Benefit Corporation

CERTIFICATE

This is to certify that I am the duly elected and acting Secretary of the Port of Los Angeles High School Board of Trustees, and that the foregoing is a true and correct copy of the amended bylaws of the corporation named in thereto and that such amended bylaws were duly adopted by the Board of Trustees of said corporation on the date set forth below.



Teresa Pisano, Secretary

September 12, 2018

Date

TRUSTEES ROLL CALL FOR ADOPTION

Townsend moved to approve the revision to the bylaws, **Kostrencich** second

AYES: 10 (Gannon, Martis, Pisano, Costa, Daly, Kostrencich, Ramirez, Stansbury, Townsend, Vidovich)

NOES: 0

ABSTAIN: 0

ABSENT: 1 (L. Cross)

MOTION PASSED