BYLAWS

OF

SAMUELI ACADEMY

(A California Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

Section 1. NAME. The name of this corporation is Samueli Academy ("Corporation").

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this Corporation is 1901 N. Fairview Street, Santa Ana, State of California. The Board of Trustees may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Trustees 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
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this Corporation is to manage, operate, guide, direct and promote Samueli Academy ("Charter School"), a California public charter school. Also, in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V
DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School's charter. 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 Trustee or officer of the Corporation. Upon the dissolution or final liquidation of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to another public school that meets the requirements of Section III.A of IRS Notice 2015-07, or shall be distributed to the State of California, a political subdivision of the State, or an agency or instrumentality of the State or of a political subdivision of the State.

ARTICLE VI
MEMBERSHIP

Section 1. SOLE STATUTORY MEMBER. Unless and until these Bylaws are amended to provide otherwise, Orangewood Foundation, a California nonprofit public benefit corporation, shall be the sole statutory member of this Corporation (the "Sole Statutory Member") as the term "member" is defined in Section 5056 of the California Corporations Code. The membership of the Sole Statutory Member in the Corporation is not transferable. Samueli Academy shall have access to Orangewood Foundation's records related to the operation of Samueli Academy.

Section 2. RIGHTS OF SOLE STATUTORY MEMBER. The Sole Statutory Member shall have the right to vote on, as set forth in these Bylaws: (1) the designation of the Corporation's Trustees; (2) filling vacancies on the Corporation's Board of Trustees; (3) removal of the Corporation's Trustees; (4) the disposition of all or substantially all of the Corporation's assets; (5) any merger and its principal terms and any amendment of those terms; (6) any amendment to the Corporation's Bylaws; (7) any election to dissolve the Corporation; (8) any change in the purposes of the Corporation or its operations; and (9) as otherwise required under the California Corporations Code as applicable to a nonprofit public benefit corporation and/or set forth in these Bylaws.

ARTICLE VII
BOARD OF TRUSTEES

Section 1. 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 Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees ("Board").

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this article, but subject to the same limitations, the Board shall have the power to:

a. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

b. 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.

c. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

d. Adopt and use a corporate seal.

e. Make recommendations to the Sole Statutory Member regarding the adoption and amendment of Bylaws.

Section 3. DESIGNATED TRUSTEES AND TERMS. The number of Trustees shall be no less than five (5) and no more than eleven (11), unless changed by amendments to these Bylaws. The exact number of Trustees shall be fixed, within those limits, by a resolution adopted by the Board of Trustees. All Trustees shall have full voting rights, including any representative appointed by the chartering authority as consistent with Education Code Section 47604(c). If the chartering authority appoints a representative to serve on the Board, the Board may appoint an additional Trustee to ensure an odd number of Trustees. All Trustees, except for the representative appointed by the chartering authority, shall be designated by the Sole Statutory Member. All Trustees are to be designated at a Board of Directors meeting of the Sole Statutory Member, upon the Board of Trustee's evaluation of its needs and recommendation of Trustee candidates to the Sole Statutory Member.

In addition to the number of Trustees otherwise prescribed by these Bylaws, the Board may also include a pupil member pursuant to Education Code section 47604.2, with limited voting rights set by statute.

Section 4. RESTRICTION ON INTERESTED PERSONS AS TRUSTEES. No persons serving on the Board may be interested persons. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any

brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother- in-law, or father-in-law of such person. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. TRUSTEES' TERM. Each Trustee shall hold office for three (3) years and until a successor Trustee has been designated and qualified by the Sole Statutory Member. Board terms begin with the fiscal year on July 1.

Section 6. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No Corporation funds may be expended to support a nominee.

Section 7. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board shall occur in the event of (a) the death, resignation, or removal of any Trustee; (b) the declaration by resolution of the Sole Statutory Member of a vacancy in the office of a Trustee who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of Trustees.

Section 8. RESIGNATION OF TRUSTEES. Except as provided in Section 9 below, any Trustee may resign by giving written notice to the Chairperson of the Board, if any, or to the Executive Director, the Secretary, or the Sole Statutory Member. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Sole Statutory Member may designate a successor to take office as of the date when the resignation becomes effective, upon the Board of Trustee's evaluation of its needs and recommendation of the Trustee candidate to the Sole Statutory Member.

Section 9. TRUSTEE MAY NOT RESIGN IF NO TRUSTEE REMAINS. Except on notice to the California Attorney General, no Trustee may resign if the Corporation would be left without a duly designated Trustee or Trustees.

Section 10. REMOVAL OF TRUSTEES. A Trustee, except for the representative appointed by the chartering authority, may be removed, with or without cause, only by the Sole Statutory Member. The representative appointed by the chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority. Any vacancy caused by the removal of a Trustee shall be filled as provided in Section 11.

Section 11. VACANCIES. Vacancies on the Board of Trustees, except for a vacancy in the seat of the representative designated by the chartering authority, shall be filled by the Sole Statutory Member. A vacancy in the seat of the representative of the chartering authority shall be filled by the charter authorizer.

Section 12. NO VACANCY ON REDUCTION OF NUMBER OF TRUSTEES. Any reduction of the authorized number of Trustees shall not result in any Trustees being removed before his or her term of office expires.

Section 13. PLACE OF BOARD OF TRUSTEES MEETINGS. Meetings shall be held at the principal office of the Corporation unless the Board designates another location in accordance with these Bylaws. The Board may also designate that a meeting be held at any place within the physical boundaries of the county in which the charter school is located. A two-way teleconference location shall be established at each schoolsite.. All 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 said chapter may be modified by subsequent legislation ("Brown Act") and Education Code section 47604.1.

Section 14. MEETINGS; ANNUAL MEETINGS. The Board shall meet annually for the purpose of organization, appointment of officers, adoption of the regular Board meeting schedule, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board in accordance with the Brown Act.

Section 15. REGULAR MEETINGS. The Board shall adopt a regular Board meeting schedule at the annual Board meeting. The regular Board meeting schedule may be revised as necessary by the Board of Trustees. At least 72 hours before a regular meeting, the Board, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. The Chairperson shall have the authority to reschedule a regular meeting as necessary to establish a quorum of Trustees.

Section 16. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if there is such an officer, or by a majority of the Board. If a Chairperson has not been elected then the Vice-Chair is authorized to call a special meeting in place of the Chairperson. The party calling a special meeting shall determine the place, date, and time thereof.

Section 17. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Trustees shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

a. Any such notice shall be addressed or delivered to each Trustee at the Trustee's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Trustee for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board are regularly held.

b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to

believe will promptly communicate it to the receiver.

c. The notice of a special meeting shall state the time of the meeting, the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 18. QUORUM. A majority of the Trustees then in office shall constitute a quorum. All acts or decisions of the Board will be by majority vote of the Trustees in attendance, based upon the presence of a quorum.. Trustees may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 19. TELECONFERENCE MEETINGS[1]. Members of the Board may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

a. At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the boundaries of the physical boundaries of the county in which the charter school is located.;

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 members of the public shall be provided with an opportunity to address the Board of Trustees directly at each teleconference location [2];

e. Members of the public must be able to hear what is said during the meeting; and

f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call[3].

Section 20. ADJOURNMENT. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time or place. Notice of such

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[1] Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e) or 54953(f).

[2] This means that members of the Board of Trustees who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

[3] The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Trustees who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

Section 21. COMPENSATION AND REIMBURSEMENT. Trustees may not receive compensation for their services as Trustees or officers, only such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 22. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Trustees then in office, may create one or more committees of the Board, each consisting of two or more Trustees to serve at the pleasure of the Board. Only committees comprised solely of Trustees may exercise delegated authority of the Board. Appointments to Board committees shall be by majority vote of the Trustees then in office. Any such committee created by Board resolution shall have the authority of the Board as set forth in the Board's resolution, except that no committee may:

a. Take action for which Board approval is required;

b. Take any action for which the California Nonprofit Public Benefit Corporation Law or these Bylaws require the approval of the Sole Statutory Member;

c. Fill vacancies on the Board or any committee of the Board;

d. Amend or repeal Bylaws or adopt new Bylaws;

e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;

f. Create any other Board committees or appoint the members of Board committees;

g. Expend corporate funds to support a nominee for Trustee if more people have been nominated for Trustee than can be elected; or

The Board may also create one or more advisory committees composed of Trustees and non-Trustees which do not have the authority of the Board to take action, and may only act to make recommendations to the Board. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, foster parents, guardians, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the Trustees then in office, advisory committees to serve at the pleasure of the Board.

Section 23. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of Board committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, other Board actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees

may be set either by Board resolution or, if none, by resolution of the Board committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 24. NON-LIABILITY OF TRUSTEES. No Trustee shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

Section 25. NON-LIABILITY OF SOLE STATUTORY MEMBER. It is the intent of the Sole Statutory Member that the Corporation be responsible for its own debts and obligations. Nothing in these Bylaws shall be construed as imposing on the Sole Statutory Member any liability arising out of the operations of the Corporation. The Corporation agrees to defend, indemnify and hold the Sole Statutory Member, its employees, officers, Trustees and agents, free and harmless against any liability, loss, claims, demands, damages, expenses and costs (including attorneys' fees and other costs of litigation or other proceedings) of every kind or nature arising in any manner arising out of the operations of the Corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Corporation, Charter School and the Board shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII
OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this Corporation shall be an Executive Director, a Secretary, a Chief Financial Officer, a Chairperson of the Board and a Vice-Chair. The Corporation, at the Board's direction, may also have any number of other officers as the Board deems necessary or helpful. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the Executive Director or the Chairperson of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this Corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need

not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 6. VACANCIES IN OFFICE. 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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. CHAIRPERSON OF THE BOARD. If a Chairperson of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If a Chairperson of the Board of Trustees is elected, there shall also be a Vice-Chairperson of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 8. EXECUTIVE DIRECTOR. The Executive Director shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The Executive Director shall have such other powers and duties as the Board or these Bylaws may require.

Section 9. SECRETARY. The Secretary shall 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, proceedings, and actions of the Board and Board committees. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of the Trustees present at Board and committee meetings and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of Board committees that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to Trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may

designate; (b) disburse the Corporation's funds as the Board may order; (c) render to the Executive Director , Chairperson of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or these Bylaws may require.

ARTICLE IX
CONTRACTS WITH TRUSTEES

Section 1. CONTRACTS WITH TRUSTEES. The Corporation shall not enter into a contract or transaction in which a Trustee, directly or indirectly, has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's Trustees are directors and have a material financial interest).

ARTICLE X
CONTRACTS WITH NON-TRUSTEE DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-TRUSTEE DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-Trustee designated employee (e.g., officers and other key decision-making employees), directly or indirectly, has a material financial interest, unless all of the requirements in the Samueli Academy Conflict of Interest Code and Conflict of Interest Policy have been fulfilled.

ARTICLE XI
LOANS TO TRUSTEES AND OFFICERS

Section 1. LOANS TO TRUSTEES AND OFFICERS. This Corporation shall not lend any money or property to or guarantee the obligation of any Trustee or officer; provided, however, that the Corporation may advance money to a Trustee or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Trustee or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XII
INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this Corporation shall indemnify its Trustees, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same

meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c) the Board 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 shall authorize indemnification.

ARTICLE XIII
INSURANCE

Section 1. INSURANCE. This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Trustees, officers, employees, and other agents, to cover any liability asserted against or incurred by any trustee, officer, employee, or agent in such capacity or arising from the Trustee's, officer's, employee's, or agent's status as such.

ARTICLE XIV
MAINTENANCE OF CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS. This Corporation shall keep:

a. Adequate and correct books and records of account;
b. Written minutes of the proceedings of the Board and Board committees; and
c. Such reports and records as required by law.

ARTICLE XV
INSPECTION RIGHTS

Section 1. TRUSTEES' RIGHT TO INSPECT. The Sole Statutory Member and all corporate Trustees shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, as permitted by California and federal law. The inspection may be made in person or by the agent or attorney for the Sole Statutory Member or Trustees. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. 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 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This Corporation shall keep at its principal California office the original or a copy of the Articles of

Incorporation and Bylaws, as amended from time to time, which shall be open to inspection by the Sole Statutory Member and Trustees at all reasonable times during office hours.

ARTICLE XVI
REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board shall cause an annual report to be sent to itself (the Trustees of the Board) and to the Sole Statutory Member within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;

b. The principal changes in assets and liabilities, including trust funds;

c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

d. The Corporation's expenses or disbursement for both general and restricted purposes;

e. Any information required under these Bylaws; and

f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Trustees and the Sole Statutory Member, 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 mail or deliver to each Trustee and the Sole Statutory Member and furnish to each Trustee and the Sole Statutory Member a statement as required by Corporations Code Section 6322.

ARTICLE XVII

BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. These Bylaws may be amended or repealed and new Bylaws adopted only upon written approval by the Sole Statutory Member, except that no amendment shall change any provisions of the charter that created Samueli Academy or make any provisions of these Bylaws inconsistent with that charter, the Corporation's Articles of Incorporation, or any laws.

ARTICLE XVIII
FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Samueli Academy, a California nonprofit public benefit corporation; that these Bylaws, consisting of 14 pages, are the Bylaws of this Corporation as adopted by the Board of Trustees on 6/29/26; and that these Bylaws have not been amended or modified since that date.

Executed on 9/22/26 at Santa Ana, California.

Richard Arum, Secretary