

**CERTIFICATE OF AMENDMENT OF BYLAWS OF
BIG PICTURE SCHOOLS CALIFORNIA, INC.**

The undersigned, Kari Thierer, hereby certifies that:

1. I am the duly elected Secretary of BIG PICTURE SCHOOLS CALIFORNIA, INC. (previously named BIG PICTURE SCHOOLS, INC., which name was changed effective as of October 12, 2009), a California nonprofit public benefit corporation (the "Corporation")
2. Pursuant to a resolution of the Board of Directors of the Corporation dated and effective as of April 18, 2013, sections of the Bylaws of the Corporation were amended to read as follows (modified text in quotes):

ADDRESS UPDATE

"Section 1.2: Principal Office of the Corporation. The principal office for the transaction of the activities and affairs of this corporation is located at: c/o Keith Musilli Johnson, President, 11230 Gold Express Dr., Suite 310 #134, Gold River CA 95670. The board of directors 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. 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."

MINIMUM NUMBER OF DIRECTORS UPDATE

"Section 2.2: Number of and Qualifications for Directors. The board of directors shall consist of at least three (3) and no more than seven (7) directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors."

"INTERESTED PERSONS" NOT ALLOWED

"Section 2.3: Restriction on Interested Persons as Directors. "Interested persons" may not serve on the board. Directors and members of board committees may not receive any compensation for their services. The Charter School and the Board shall comply with applicable conflict of interest laws, including the Political Reform Act and California Government Code Section 1090, et seq. ("Government Code Section 1090"), as said chapter may be modified by subsequent legislation. "

CONTRACTS NOT ALLOWED

"Section 8.1: Contracts with Directors and Officers. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.”

MEETING REQUIREMENT INCORPORATES BROWN ACT REQUIREMENTS

“ARTICLE III MEETINGS OF BOARD OF DIRECTORS

Section 3.1: Place of Board Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

All meetings of the Board of Directors and its committees 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.

Section 3.2: Regular Meetings Process and Notice. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors.

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, including items to be discussed in closed session.

Section 3.3: Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or the President, or the Secretary, or any two directors. The party calling a special meeting shall determine the place, date, and time thereof.

In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to each director and to the public through the posting of an agenda.

Section 3.3: Annual and Other Meetings. On the July 1st of each year at 10:00 a.m., unless the board fixes another date or time to do so, the board shall hold a general meeting for purposes of organization, election of directors, election of officers, and transaction of other business.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 3.4: Meeting Notice The Board of Directors shall adhere to the following notice requirements for meetings:

- a. Meeting notice shall be posted in an accessible location and shall be mailed to any person who requests notice.
- b. Any such notice shall be addressed or delivered to each director at the director’s address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director 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 of

- Directors are regularly held.
- c. 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, wireless or email, 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.
 - d. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, 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 the meeting.
 - e. Notice shall be provided with the following minimum notice requirement:
 - a. Regular Meeting 72 hours
 - b. Special Meeting 24 hours
 - c. Emergency Meeting 1 hour

3.5 Teleconference. Members of the Board of Directors 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 of Directors shall participate in the teleconference meeting from locations within the boundaries of the territory over which the corporation exercises jurisdiction.
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors 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 of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda (This means that members of the Board of Directors 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. The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.)
- 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 of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 3.6: Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, (d) indemnification of directors, and (e) removal of a director. A meeting at which a quorum

is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 3.7: Adjournment Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any 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 scheduled for the continuation of the meeting to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 3.8: Action at a Meeting. A majority of the directors then in office shall constitute a quorum. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the California Nonprofit Public Benefit Corporation Law or other law applicable to charter schools. Directors may not vote by proxy. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough directors to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the directors required to constitute a quorum.”

AUDIT COMMITTEE – NO FINANCIALLY INTERESTED MEMBERS

“**Section 5.2: Audit Committee.** The corporation shall have an audit committee consisting of at least 2 directors. Financially interested parties may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the board. Such duties include, but are not limited to:”

STUDENT RECORDS COMPLIANCE ADDED

“ARTICLE X

Compliance with Laws Governing Student Records.

The Charter School and the Board of Directors 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. “

CONFLICT of INTEREST COMPLIANCE ADDED

“ARTICLE XI

Compliance with Conflicts of Interest Laws.

The Charter School and the Board shall comply with applicable conflict of interest laws, including the Political Reform Act and California Government Code Section 1090, et seq. (“Government Code Section

1090”), as said chapter may be modified by subsequent legislation.”

ARTICLE RENUMBERED

“ARTICLE XII AMENDMENTS

Notwithstanding any other provision of these bylaws, an amendment of the bylaws or Articles of Incorporation of this corporation shall require the affirmative vote of a majority of the directors then in office. “

Kari A. Thier

Kari Thierer

Director and Secretary

Dated as of April 18, 2013

BYLAWS OF

BIG PICTURE SCHOOLS CALIFORNIA, INC.

a California Nonprofit Public Benefit Corporation

Amendment Effective and Adopted April 18, 2013

ARTICLE I GENERAL

Section 1.1: Name. The name of this corporation is **BIG PICTURE SCHOOLS CALIFORNIA, INC.**

Section 1.2: Principal Office of the Corporation. The principal office for the transaction of the activities and affairs of this corporation is located at: c/o Keith Musilli Johnson, President, 11230 Gold Express Dr., Suite 310 #134, Gold River CA 95670. The board of directors 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. 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.

Section 1.3: Purposes. This corporation is organized for charitable purposes. In the context of this general purpose, the corporation shall engage in activities to advance the education of youth through the creation, opening, developing and operating of charter schools. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code or the corresponding provision of any future United States internal revenue law. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and 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 Internal Revenue Code section 501(c)(3) or the corresponding provisions of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provisions of any future United States internal revenue law. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 1.4: Construction and Definitions. Unless the context requires 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, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 1.5: Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit

fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 1.6: Corporations Without Members. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. Any action that would otherwise require approval by such members shall require only approval of the board. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE II BOARD OF DIRECTORS

Section 2.1: General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Without prejudice to the general powers set forth in these bylaws, but subject to the same limitations, the board shall have the power to:

1. 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.
2. 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; and designate a place in or outside California for holding any meeting of members.
3. 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.

Section 2.2: Number of and Qualifications for Directors. The board of directors shall consist of at least three (3) and no more than seven (7) directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

Section 2.3: Restriction on Interested Persons as Directors. "Interested persons" may not serve on the board. Directors and members of board committees may not receive any compensation for their services. The Charter School and the Board shall comply with applicable conflict of interest laws, including the Political Reform Act and California Government Code Section 1090, et seq. ("Government Code Section 1090"), as said chapter may be modified by subsequent legislation.

Section 2.4: Terms. Directors shall be elected by the board for a term of one (1) year. Directors may be re-elected at the expiration of their terms. Each director, including a director elected to fill a vacancy, shall hold such position until the expiration of the term for which elected and until a successor has been elected and qualified. The Board of Directors shall initially consist of the person or persons elected by the incorporator.

Section 2.5: Removal. The board shall have the power by vote of a majority of its members then in office to suspend, or to remove any member of the board without cause, or for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prospects of the corporation, or which is likely, in its opinion, to endanger the welfare, interest or character of the corporation, or for any conduct in violation of state or federal law, these bylaws or the rules or regulations of the corporation which may be made from time to time. Such action by the board may be taken at any meeting of the board upon the initiative of any member or members of the board. The proceeding of the board in such matter shall be final and conclusive.

Section 2.6: Events Causing Vacancies on Board. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director 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; (c) the increase of the authorized number of directors; or (d) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Section 2.7: Resignation of Directors. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 2.8: Vacancies Filled by Board. All vacancies on the board, occurring for any reason, shall be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining directors.

Section 2.9: No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

ARTICLE III
MEETINGS OF BOARD OF DIRECTORS

Section 3.1: Place of Board Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

All meetings of the Board of Directors and its committees 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.

Section 3.2: Regular Meetings Process and Notice. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors.

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, including items to be discussed in closed session.

Section 3.3: Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or the President, or the Secretary, or any two directors. The party calling a special meeting shall determine the place, date, and time thereof.

In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to each director and to the public through the posting of an agenda.

Section 3.3: Annual and Other Meetings. On the July 1st of each year at 10:00 a.m., unless the board fixes another date or time to do so, the board shall hold a general meeting for purposes of organization, election of directors, election of officers, and transaction of other business.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 3.4: Meeting Notice The Board of Directors shall adhere to the following notice requirements for meetings:

- f. Meeting notice shall be posted in an accessible location and shall be mailed to any person who requests notice.
- g. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director 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 of Directors are regularly held.
- h. 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, wireless or email, 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.

- i. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, 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 the meeting.
- j. Notice shall be provided with the following minimum notice requirement:
 - a. Regular Meeting 72 hours
 - b. Special Meeting 24 hours
 - c. Emergency Meeting 1 hour

3.5 Teleconference. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- g. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the territory over which the corporation exercises jurisdiction.
- h. All votes taken during a teleconference meeting shall be by roll call;
- i. If the Board of Directors 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;
- j. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda (This means that members of the Board of Directors 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. The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.)
- k. 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 of Directors directly at each teleconference location; and
- l. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 3.6: Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, (d) indemnification of directors, and (e) removal of a director. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 3.7: Adjournment Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any 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 scheduled for the continuation of the meeting to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 3.8: Action at a Meeting. A majority of the directors then in office shall constitute a quorum. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the California Nonprofit Public Benefit Corporation Law or other law applicable to charter schools. Directors may not vote by proxy. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough directors to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the directors required to constitute a quorum.

ARTICLE IV REIMBURSEMENT OF EXPENSES

Directors and members of committees of the board may receive reimbursement of expenses incurred in the performance of their duties, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE V COMMITTEES OF BOARD OF DIRECTORS

Section 5.1: Creation and Powers of Committees. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the board or any committee of the board;
- (c) Fix compensation of the directors for serving on the board or on any committee; (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 repealable;

(f) Create any other committees of the board or appoint the members of committees of the

(g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected;

(h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3); or

(i) With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code section 5233(d)(3).

Section 5.2: Audit Committee. The corporation shall have an audit committee consisting of at least 2 directors. Financially interested parties may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the board. Such duties include, but are not limited to:

(a) Assisting the board in choosing an independent auditor and recommending termination of the auditor, if necessary;

(b) Negotiating the auditor's compensation;

(c) Conferring with the auditor regarding the corporation's financial affairs; and

(d) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to directors for their service on the board. If the corporation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

Section 5.3: Executive Committee. Pursuant to Section 5.1 of these bylaws, the board may appoint two or more directors of the corporation to serve as the executive committee of the board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Section 5.1. All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

Section 5.4: Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, 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 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. Committees shall follow the Brown Act requirements and any subsequent acts governing charter schools.

ARTICLE VI OFFICERS OF THE CORPORATION

Section 6.1: Offices Held. The officers of this corporation shall be a president, a secretary, and a chief financial officer. The president shall also be referred to as the executive director. The corporation, at the board's discretion, may also have a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Section 6.3 of these bylaws.

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 president or the chairman of the board.

Section 6.2: Election of Officers. The officers of this corporation, except any appointed under Section 6.6 of these bylaws, 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 6.3: Appointment of Other Officers. The board may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

Section 6.4: 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. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

Section 6.5: 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 6.6: 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 appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

ARTICLE VII RESPONSIBILITIES OF OFFICERS

Section 7.1: Chairman of the Board. If a chairman of the board of directors 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 there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

Section 7.2: President. Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall, in the absence of the chairman of the board, or if none, preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require. The president shall also be referred to as the executive director of the corporation.

Section 7.3: Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president will have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

Section 7.4: 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, actions of the board, and actions of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at board and committee meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board 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 the bylaws may require.

Section 7.5: 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 the directors 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 director at all reasonable times.

The chief financial officer shall (i) 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; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, chairman 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 (iv) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

DEALINGS WITH DIRECTORS AND OFFICERS

Section 8.1: Contracts with Directors and Officers. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 8.2: Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 8.3: Indemnification. To the fullest extent permitted by law, this 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," 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.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section 8.3 of these bylaws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 8.4: Insurance. This corporation shall have the right, and shall use all reasonable efforts, 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 IX RECORDS AND INSPECTION RIGHTS

Section 9.1: Maintenance of Corporate Records. The corporation shall cause to be maintained:

- (a) Adequate and correct books and records of account; and board.
- (b) Written minutes of the proceedings of its members, board, and committees of the

Section 9.2: Directors' Right To Inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, if any. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 9.3: Annual Report. The board shall cause an annual report to be sent to the directors 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, of 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; and
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) An independent accountants' 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 9.4: Annual Statement of Certain Transactions and Indemnifications As part of the annual report, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (1) in which the corporation, or its parent or subsidiary, if any, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" includes any director or officer of the corporation, its parent, or subsidiary, if any (but mere common directorship shall not be considered such an interest).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 8.3 of these bylaws, unless that indemnification has already been approved by the members under Corporations Code section

5238(e)(2).

ARTICLE X

Compliance with Laws Governing Student Records.

The Charter School and the Board of Directors 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 XI

Compliance with Conflicts of Interest Laws.


The Charter School and the Board shall comply with applicable conflict of interest laws, including the Political Reform Act and California Government Code Section 1090, et seq. ("Government Code Section 1090"), as said chapter may be modified by subsequent legislation.

ARTICLE XII AMENDMENTS

Notwithstanding any other provision of these bylaws, an amendment of the bylaws or Articles of Incorporation of this corporation shall require the affirmative vote of a majority of the directors then in office.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently acting secretary of the Big Picture Schools California, Inc. a California nonprofit public benefit corporation, and the above bylaws, consisting of 12 pages, are the bylaws of this corporation as adopted and amended by the Board of Directors on April 18, 2013.



Kari Thierer

Director and Secretary

Dated as of April 18, 2013