

BYLAWS OF THE HIGH ROAD

ARTICLE I – NAME, PURPOSE, AND VALUES

The name of the organization is **The High Road**. The organization is organized in accordance with the Nonprofit Corporation Act of California, as amended. The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit, the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below.

Nothing contained herein shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

Section 1. Mission and Vision

Mission Statement:

To build an inclusive educational community where students and families are empowered to choose their path, nurtured with compassion, and supported through creativity, academic rigor, and social-emotional care — all with the goal of helping every person grow into the best version of themselves.

Vision Statement:

We envision a world where every learner is valued, every family has choice, and education is a force for healing, joy, and transformation. The High Road is more than a learning center — it's a place where people grow together, celebrate individuality, and support one another in both challenge and celebration.

Section 2. Purpose

To operate a non-profit Vendor Management learning center that provides educational, creative, and enrichment programs for youth and families, including academic instruction, the arts, life skills, and community-focused activities. The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

Section 3. Core Values

The High Road operates in alignment with the following values:

- **Growth for All** – We believe every person is capable of learning and evolving, no matter their background or starting point.
- **Student-Centered** – Students come first in all decisions — from academics to mental health and safety.
- **Grace & Respect** – Every learner is treated with dignity, patience, and compassion.
- **Family Choice** – We support and honor the right of families to choose the educational path that fits them best.
- **Family Partnership** – We believe families are the primary educators of their children. Our role is to support and come alongside them. This partnership requires families to be *invested and present* in their student's academic journey, working with us to ensure each child's success.
- **Community & Connection** – We believe that learning best happens in a supportive environment where people show up for each other in hardship and joy.
- **Creativity Matters** – The arts and creative expression are essential, not optional, in a child's education.
- **Whole-Person Learning** – Education should develop not just minds, but hearts — balancing academic achievement with emotional wellness.
- **Equity in Access** – All learners, regardless of their background, deserve a high-quality, inclusive education.

ARTICLE II – MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings

Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments.

Section 3. Notice

Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of the meeting and, if for a special meeting, the purpose of the meeting.

Notice may be delivered by U.S. mail or by electronic means, including email, to the address or email address shown on the records of the organization. Notice shall be provided at least ten (10) days prior to the meeting. Notice by mail shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. Notice by electronic means shall be deemed effective when sent, unless the sender is notified that the message was not successfully delivered.

Section 4. Place of Meeting

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the Articles of Incorporation or Bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum

A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all directors consent in writing to the action. The written consent must describe the action taken and be signed by all directors. Such consent shall have the same

effect as a unanimous vote at a meeting and shall be filed with the minutes of the proceedings of the Board.

ARTICLE III – DIRECTORS

Section 1. Number of Directors

The organization shall be managed by a Board of Directors consisting of five (5) directors. Directors and officers shall serve without compensation for their board service.

Section 2. Election and Term of Office

The directors shall be elected at the annual meeting. The initial Board of Directors shall consist of three members, each serving staggered terms to promote continuity and a smooth transition of leadership in the formative stages of the organization. The number of terms served by the directors shall not exceed three. The initial terms shall be as follows:

- The **Secretary** shall serve until two weeks following the conclusion of the first semester of operations.
- The **President** shall serve until two weeks following the conclusion of the second semester of operations.
- The **Treasurer** shall serve until two weeks following the conclusion of the third semester of operations.

Following the expiration of the initial staggered terms, the remaining two seats of the Board shall be filled, and thereafter, all directors shall be elected to serve two-year (2) terms. Directors shall continue to serve until their term expires and their successor has been elected and qualified.

Section 4. Founding Directors and Executive Service

In the first year of operations, the founding directors may concurrently serve as the organization's initial chief executives (e.g., CEO, CFO, CDO, or COO), in an unpaid capacity. During this time, they shall not receive compensation for executive services provided while also serving on the Board. Upon conclusion of their board terms, founding directors may be appointed by the board of directors to executive roles that receive compensation.

Section 3. Board Composition and Representation

To reflect the community served, it is encouraged and expected that the Board of Directors include representation from the following when possible:

- At least one parent or guardian of an enrolled student
- At least one education vendor or program partner
- At least one individual with nonprofit or community experience
- At least one individual with experience in charter school operations, administration, or educational programming.

Section 4. Quorum

A majority of directors shall constitute a quorum.

Section 5. Adverse Interest

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate their vote.

Section 6. Regular Meeting

The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons, and transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 7. Special Meeting

Special meetings may be requested by the President, Secretary, or any two directors by providing at least five (5) days' notice, delivered either by ordinary United States mail or electronically, including email. Notice shall be effective when mailed or sent, unless the sender is notified that the message was not successfully delivered. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

A special meeting is not required to be held at a geographic location if the meeting is conducted by internet or other electronic communications technology, provided that all participants have the opportunity to hear or read the proceedings substantially in real time, vote on matters submitted, pose questions, and make comments.

Section 8. Procedures

The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is

required by law or these bylaws. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Presence of Chief Executives

The Chief Executive Officers (such as the Chief Executive Officer, Chief Financial Officer, Chief Development Officer, Chief Operating Officer, or any other designated executives) are not voting members of the Board of Directors unless separately elected or appointed as such. However, it is the expectation of the non-profit that, whenever reasonably possible, the Chief Executives shall attend regular meetings of the Board of Directors to provide updates, answer questions, and bear witness to discussions impacting the operations of the organization. Their presence ensures transparency, promotes collaboration, and supports accountability between governance and management.

Section 10. Informal Action

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 11. Removal / Vacancies

A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified.

The Board of Directors shall consider the removal of a director upon receipt of a unanimous written request signed by all chief executive staff (e.g., CEO, CFO, or equivalent) or by a unanimous letter from all current vendors operating in partnership with the organization.

Such a request shall trigger a special meeting of the Board within fourteen (14) days, during which the concerns shall be reviewed and addressed. The final decision regarding removal shall remain with the Board of Directors in accordance with the organization's bylaws and applicable law.

Section 12. New Board Members

In the event of a vacancy on the Board of Directors, whether due to resignation, removal, death, or any other cause, the responsibility for nominating potential new directors shall rest solely with the Corporation's Chief Executive Officers (which may include the Chief Executive Officer, Chief

Operating Officer, Chief Development Officer, etc). The Chief Executives shall nominate one or more qualified candidates to fill the vacant director seat.

Only the Chief Executives may nominate candidates for Board membership. No other officer, employee, stakeholder, or external party shall have the authority to nominate individuals for board positions.

Once nominations are made by the Chief Executives, the current members of the Board of Directors shall vote to approve or reject each nominee. A nominee shall be elected to the Board upon receiving a majority vote of the remaining directors then in office.

This process shall apply to all vacancies unless otherwise required by law or the Corporation's Articles of Incorporation.

Section 13. Committees

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE IV – OFFICERS

Section 1. Number of Officers

The officers of the organization shall be a President, a Secretary, and a Treasurer. Each officer position must be held by a different individual; no person may simultaneously serve in more than one officer role.

These officers shall be elected from among the members of the Board of Directors and shall provide leadership in governance, policy, and oversight. Officers are not staff members and shall not concurrently serve in any executive staff position.

The Board of Directors as a whole shall have the authority and responsibility to appoint, evaluate, and remove the organization's executive leadership, including but not limited to a Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO), and other senior staff as necessary. Executive leadership shall be responsible for day-to-day operations and shall report to the Board.

- **President:** The President shall preside at all meetings of the Board of Directors, facilitate board functions, and serve as the primary liaison between the Board and executive leadership on matters of governance and mission.

- **Secretary:** The Secretary shall be responsible for issuing notices of Board meetings, keeping accurate minutes of Board proceedings, certifying official records, and ensuring the secure maintenance of organizational documents.
- **Treasurer:** The Treasurer shall oversee the financial accountability of the organization. The Treasurer shall receive regular financial reports from the Chief Financial Officer (CFO) or designated financial staff and shall review these reports for completeness and accuracy. The Treasurer is responsible for ensuring that financial reports and statements presented to the Board reflect the true financial position of the organization, and for raising any discrepancies, questions, or concerns for board review. The Treasurer shall provide financial updates to the Board at regular meetings or as otherwise requested.

Section 2. Election and Term of Office

The officers shall be elected by the Board of Directors at a meeting held at the conclusion of each officer's term. Each officer shall serve a two-year (2) term or until a successor has been elected and qualified.

To ensure timely officer transitions, the Board of Directors shall hold a board meeting upon the conclusion of each officer's term. These meetings may be scheduled in December, April, or other appropriate times based on the initial staggered terms. One of these meetings may also serve as the organization's regular annual meeting, provided proper notice and agenda requirements are met.

Officer elections may include any currently seated board member. Any officer whose board term has expired must be re-elected to the board in order to continue serving in an officer role. If a board member vacates an officer position before the end of their term, the Board shall appoint a replacement officer to serve the remainder of the term.

Section 3. Removal or Vacancy

The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V – CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be

executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VI – DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE VII – NONDISCRIMINATION CLAUSE

The High Road shall not discriminate on the basis of race, color, religion, sex, gender identity, sexual orientation, age, national origin, disability, marital status, or any other characteristic protected by law in any of its policies, programs, employment, or activities.

ARTICLE VIII – GRIEVANCE AND CONFLICT RESOLUTION

The organization shall maintain a policy and procedure for resolving grievances and addressing complaints from families, students, staff, or vendors. All conflicts shall be addressed promptly and respectfully, with an emphasis on mediation and restoring positive collaboration. Formal grievances may be submitted in writing and will be reviewed by the Board or a designated committee within 30 days.

Certification

_____, President of The High Road, and _____, Secretary of The High Road certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on _____.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on _____.

President: _____ Date: _____

Secretary: _____ Date: _____