

Return of Organization Exempt from Income Tax

2003

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2003 calendar year, or tax year beginning 7/01, 2003, and ending 6/30, 2004

- B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending

BRIDGES ACADEMY, INC. 15223 BURBANK BOULEVARD SHERMAN OAKS, CA 91411

D Employer identification number 95-4659439 E Telephone number (818) 785-4500 F Accounting method: Cash, Accrual, Other

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations H(a) Is this a group return for affiliates? H(b) If 'Yes,' enter number of affiliates H(c) Are all affiliates included? H(d) Is this a separate return filed by an organization covered by a group ruling? I Group Exemption Number M Check if the organization is not required to attach Schedule B

G Web site: WWW.BRIDGES.EDU

J Organization type: 501(c) 3

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 1,986,952.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Instructions)

Table with 21 rows and 4 columns: Description, (A) Securities, (B) Other, Total. Includes rows for Contributions, Program service revenue, Investment income, Special events, and Total revenue/expenses.

RECEIVED NOV 9 2004

SCANNED NOV 17 2004

24

**Part II Statement of Functional Expenses** All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (att sch) SEE STM 2 (cash \$ 35,000. non-cash \$ )	35,000.	35,000.		
23	Specific assistance to individuals (att sch)				
24	Benefits paid to or for members (att sch)				
25	Compensation of officers, directors, etc	133,599.		113,559.	20,040.
26	Other salaries and wages	948,372.	760,218.	172,779.	15,375.
27	Pension plan contributions	35,373.	24,610.	9,578.	1,185.
28	Other employee benefits	108,056.	75,178.	29,259.	3,619.
29	Payroll taxes	90,503.	62,965.	24,507.	3,031.
30	Professional fundraising fees				
31	Accounting fees	3,625.		3,625.	
32	Legal fees	2,440.		2,440.	
33	Supplies	10,040.	8,032.	1,506.	502.
34	Telephone	6,248.	3,926.	2,077.	245.
35	Postage and shipping	2,993.	2,394.	449.	150.
36	Occupancy	131,104.	104,883.	19,666.	6,555.
37	Equipment rental and maintenance				
38	Printing and publications	1,208.	967.	181.	60.
39	Travel				
40	Conferences, conventions, and meetings				
41	Interest				
42	Depreciation, depletion, etc (attach schedule)	16,684.	13,347.	2,503.	834.
43	Other expenses not covered above (itemize).				
a	SEE STATEMENT 3	321,229.	162,227.	125,446.	33,556.
b					
c					
d					
e					
44	Total functional expenses (add lines 22 - 43) Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	1,846,474.	1,253,747.	507,575.	85,152.

Joint Costs. Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_, (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 4	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a SEE STATEMENT 5	
(Grants and allocations \$ 35,000.)	1,253,747.
b	
(Grants and allocations \$ )	
c	
(Grants and allocations \$ )	
d	
(Grants and allocations \$ )	
e Other program services (Grants and allocations \$ )	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	1,253,747.

**Part IV** Balance Sheets (See Instructions)

<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only		(A) Beginning of year		(B) End of year
<b>A S S E T S</b>	<b>45</b> Cash – non-interest-bearing	109,340.	<b>45</b>	116,275.
	<b>46</b> Savings and temporary cash investments	823,202.	<b>46</b>	1,264,412.
	<b>47a</b> Accounts receivable	29,603.		
	<b>b</b> Less: allowance for doubtful accounts	23,429.	428,601.	6,174.
	<b>48a</b> Pledges receivable			
	<b>b</b> Less: allowance for doubtful accounts			
	<b>49</b> Grants receivable			
	<b>50</b> Receivables from officers, directors, trustees, and key employees (attach schedule)			
	<b>51a</b> Other notes & loans receivable (attach sch.)			
	<b>b</b> Less: allowance for doubtful accounts			
	<b>52</b> Inventories for sale or use			
	<b>53</b> Prepaid expenses and deferred charges			38,291.
	<b>54</b> Investments – securities (attach schedule)	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV		
	<b>55a</b> Investments – land, buildings, & equipment, basis	35,280.		
	<b>b</b> Less: accumulated depreciation (attach schedule) <b>STATEMENT 6</b>	19,560.	71,280.	15,720.
<b>56</b> Investments – other (attach schedule)				
<b>57a</b> Land, buildings, and equipment basis				
<b>b</b> Less: accumulated depreciation (attach schedule)				
<b>58</b> Other assets (describe ▶ <b>SEE STATEMENT 7</b> )	58,406.	<b>58</b>	30,604.	
<b>59 Total assets</b> (add lines 45 through 58) (must equal line 74)	1,490,829.	<b>59</b>	1,471,476.	
<b>L I A B I L I T I E S</b>	<b>60</b> Accounts payable and accrued expenses	171,567.	<b>60</b>	109,587.
	<b>61</b> Grants payable		<b>61</b>	
	<b>62</b> Deferred revenue	1,325,171.	<b>62</b>	1,233,546.
	<b>63</b> Loans from officers, directors, trustees, and key employees (attach schedule)		<b>63</b>	
	<b>64a</b> Tax-exempt bond liabilities (attach schedule)		<b>64a</b>	
	<b>b</b> Mortgages and other notes payable (attach schedule)		<b>64b</b>	
	<b>65</b> Other liabilities (describe ▶ )		<b>65</b>	
<b>66 Total liabilities</b> (add lines 60 through 65)	1,496,738.	<b>66</b>	1,343,133.	
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	<b>67</b> Unrestricted	-5,909.	<b>67</b>	128,343.
	<b>68</b> Temporarily restricted		<b>68</b>	
	<b>69</b> Permanently restricted		<b>69</b>	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 70 through 74			
	<b>70</b> Capital stock, trust principal, or current funds		<b>70</b>	
	<b>71</b> Paid-in or capital surplus, or land, building, and equipment fund		<b>71</b>	
	<b>72</b> Retained earnings, endowment, accumulated income, or other funds		<b>72</b>	
	<b>73 Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	-5,909.	<b>73</b>	128,343.
	<b>74 Total liabilities and net assets/fund balances</b> (add lines 66 and 73)	1,490,829.	<b>74</b>	1,471,476.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

BAA

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See instructions.)

<b>a</b>	Total revenue, gains, and other support per audited financial statements	<b>a</b>	1,951,952.
<b>b</b>	Amounts included on line <b>a</b> but not on line 12, Form 990.		
(1)	Net unrealized gains on investments \$		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify):		
	SEE STM 8 \$ 6,226.		
	Add amounts on lines (1) through (4)	<b>b</b>	6,226.
<b>c</b>	Line <b>a</b> minus line <b>b</b>	<b>c</b>	1,945,726.
<b>d</b>	Amounts included on line 12, Form 990 but not on line <b>a</b> :		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	SEE STM 9 \$ 35,000.		
	Add amounts on lines (1) and (2)	<b>d</b>	35,000.
<b>e</b>	Total revenue per line 12, Form 990 (line <b>c</b> plus line <b>d</b> )	<b>e</b>	1,980,726.

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements	<b>a</b>	1,817,700.
<b>b</b>	Amounts included on line <b>a</b> but not on line 17, Form 990.		
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify):		
	SEE STMT 10 \$ 6,226.		
	Add amounts on lines (1) through (4)	<b>b</b>	6,226.
<b>c</b>	Line <b>a</b> minus line <b>b</b>	<b>c</b>	1,811,474.
<b>d</b>	Amounts included on line 17, Form 990 but not on line <b>a</b> :		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	SEE STMT 11 \$ 35,000.		
	Add amounts on lines (1) and (2)	<b>d</b>	35,000.
<b>e</b>	Total expenses per line 17, Form 990 (line <b>c</b> plus line <b>d</b> )	<b>e</b>	1,846,474.

**Part V List of Officers, Directors, Trustees, and Key Employees** (List each one even if not compensated, see instructions)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation	(E) Expense account and other allowances
SEE STATEMENT 12		133,599.	0.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations?  Yes  No

If 'Yes,' attach schedule - see instructions

**Part VI Other Information** (See instructions)

		Yes	No
<b>76</b>	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
<b>77</b>	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes	X	
<b>78a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>78b</b>	If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
<b>79</b>	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement		X
<b>80a</b>	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization?		X
<b>81a</b>	Enter direct and indirect political expenditures See line 81 instructions <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
<b>81b</b>	Did the organization file Form 1120-POL for this year?		X
<b>82a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
<b>82b</b>	If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)		N/A
<b>83a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
<b>83b</b>	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
<b>84a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?		X
<b>84b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		N/A
<b>85a</b>	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?		N/A
<b>85b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		N/A
<b>85c</b>	Dues, assessments, and similar amounts from members		N/A
<b>85d</b>	Section 162(e) lobbying and political expenditures		N/A
<b>85e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		N/A
<b>85f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)		N/A
<b>85g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A
<b>85h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A
<b>86a</b>	501(c)(7) organizations. Enter. a Initiation fees and capital contributions included on line 12		N/A
<b>86b</b>	Gross receipts, included on line 12, for public use of club facilities		N/A
<b>87a</b>	501(c)(12) organizations Enter. a Gross income from members or shareholders		N/A
<b>87b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		N/A
<b>88</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX		X
<b>89a</b>	501(c)(3) organizations. Enter. Amount of tax imposed on the organization during the year under section 4911 ▶ 0. , section 4912 ▶ 0. ; section 4955 ▶ 0.		
<b>89b</b>	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction		X
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
<b>90a</b>	List the states with which a copy of this return is filed ▶ CALIFORNIA		
<b>90b</b>	Number of employees employed in the pay period that includes March 12, 2003 (See instructions)		24
<b>91</b>	The books are in care of ▶ MARY ZUZEK, BUSINESS MANAGER Telephone number ▶ (818) 785-4500 Located at ▶ 15223 BURBANK BLVD., SHERMAN OAKS, CA ZIP + 4 ▶ 91411		
<b>92</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	N/A	
	▶ 92		N/A

**Part VII Analysis of Income-Producing Activities** (See instructions.)

**Note:** Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a TUITION AND FEES					1,835,698.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	4,457.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate.					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop.					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			1	14,068.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue. a					
b AUXILIARY INCOME					10,806.
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				18,525.	1,846,504.
105 Total (add line 104, columns (B), (D), and (E))					1,865,029.

**Note:** Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See instructions)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	THE ACTIVITIES FOR WHICH THE INCOME WAS REPORTED WERE NECESSARY FOR BRIDGES ACADEMY TO PROVIDE AN EDUCATIONAL ATMOSPHERE FOR THE HIGHLY GIFTED CHILD. THERE IS AN AVERAGE ENROLLMENT OF APPROXIMATELY 83 STUDENTS.
103	SAME AS ABOVE

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See instructions)

- a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

**Note:** If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please  Thomas Pittman Cobby Date 11/3/04  
Trustee

Date \_\_\_\_\_ Check if \_\_\_\_\_ Preparer's SSN or PTIN (see General Instruction W) \_\_\_\_\_

**SCHEDULE A**  
(Form 990 or 990-EZ)

**Organization Exempt Under  
Section 501(c)(3)**

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust  
Supplementary Information — (See separate instructions.)

**2003**

Department of the Treasury  
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization <b>BRIDGES ACADEMY, INC.</b>	Employer identification number <b>95-4659439</b>
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**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See instructions. List each one. If there are none, enter 'None.')

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
SHERRY MINKOWSKI 15223 BURBANK BLVD, SHERMAN OAKS CA	DEAN OF STUDENT 50	67,239.	8,531.	0.
MARY ZUZEK 15223 BURBANK BLVD, SHERMAN OAKS CA	BUSINESS MANAGE 45	56,665.	5,815.	0.
STACEY TANNEBAUM 15223 BURBANK BLVD, SHERMAN OAKS CA	COUNSELOR 40	56,323.	5,022.	0.
DOUGLAS LENZINI 15223 BURBANK BLVD, SHERMAN OAKS CA	ADMISSIONS DIR 45	55,564.	6,279.	0.
JAMES BERKOWITZ 15223 BURBANK BLVD, SHERMAN OAKS CA	TEACHER 40	53,316.	6,134.	0.
Total number of other employees paid over \$50,000 ▶	1			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See instructions. List each one (whether individuals or firms) If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶	0	

**Part III** Statements About Activities (See instructions)

	Yes	No
<p><b>1</b> During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>N/A</u></p> <p>(Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)</p> <p>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes,' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</p>		X
<p><b>2</b> During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions )</p>		
<p><b>a</b> Sale, exchange, or leasing of property?</p>		X
<p><b>b</b> Lending of money or other extension of credit?</p>		X
<p><b>c</b> Furnishing of goods, services, or facilities?</p>		X
<p><b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>	X	
<p><b>e</b> Transfer of any part of its income or assets?</p>		X
<p><b>3a</b> Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments )</p>	X	
<p><b>3b</b> Do you have a section 403(b) annuity plan for your employees?</p>	X	
<p><b>4</b> Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?</p>		X

SEE FORM 990, PART V

SEE STATEMENT 13

**Part IV** Reason for Non-Private Foundation Status (See instructions)

The organization is not a private foundation because it is (Please check only **ONE** applicable box.)

- 5**  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6**  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7**  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8**  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9**  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ \_\_\_\_\_
- 10**  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a**  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b**  A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12**  An organization that normally receives **(1) more than 33-1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions – subject to certain exceptions, and **(2) no more than 33-1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13**  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations (See instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14**  An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.*

**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	N/A				
<b>16</b> Membership fees received					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975.					
<b>19</b> Net income from unrelated business activities not included in line 18					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
<b>23</b> Total of lines 15 through 22					
<b>24</b> Line 23 minus line 17					
<b>25</b> Enter 1% of line 23					

**26 Organizations described on lines 10 or 11:** a Enter 2% of amount in column (e), line 24 **N/A**

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts

c Total support for section 509(a)(1) test Enter line 24, column (e)

d Add: Amounts from column (e) for lines: **18** \_\_\_\_\_ **19** \_\_\_\_\_  
**22** \_\_\_\_\_ **26b** \_\_\_\_\_

e Public support (line 26c minus line 26d total)

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))**

<b>26a</b>	
<b>26b</b>	
<b>26c</b>	
<b>26d</b>	
<b>26e</b>	
<b>26f</b>	%

**27 Organizations described on line 12:** **N/A**

a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year:  
(2002) \_\_\_\_\_ (2001) \_\_\_\_\_ (2000) \_\_\_\_\_ (1999) \_\_\_\_\_

b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:  
(2002) \_\_\_\_\_ (2001) \_\_\_\_\_ (2000) \_\_\_\_\_ (1999) \_\_\_\_\_

c Add: Amounts from column (e) for lines: **15** \_\_\_\_\_ **16** \_\_\_\_\_  
**17** \_\_\_\_\_ **20** \_\_\_\_\_ **21** \_\_\_\_\_

d Add: Line 27a total \_\_\_\_\_ and line 27b total \_\_\_\_\_

e Public support (line 27c total minus line 27d total)

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) **27f** \_\_\_\_\_

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))**

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))**

<b>27c</b>	
<b>27d</b>	
<b>27e</b>	
<b>27f</b>	
<b>27g</b>	%
<b>27h</b>	%

**28 Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15 **N/A**

**Part V Private School Questionnaire** (See instructions.)  
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
<b>29</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	X	
<b>30</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	X	
<b>31</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe; if 'No,' please explain (If you need more space, attach a separate statement.) <u>THE GENERAL COMMUNITY AND POTENTIAL STUDENTS ARE NOTIFIED OF OUR</u> <u>POLICY VIA ADS PLACED IN A LOCAL NEWSPAPER.</u>	X	
<b>32</b> Does the organization maintain the following.		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff?	X	
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	X	
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	X	
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions?  If you answered 'No' to any of the above, please explain (If you need more space, attach a separate statement.)	X	
<b>33</b> Does the organization discriminate by race in any way with respect to		
<b>a</b> Students' rights or privileges?		X
<b>b</b> Admissions policies?		X
<b>c</b> Employment of faculty or administrative staff?		X
<b>d</b> Scholarships or other financial assistance?		X
<b>e</b> Educational policies?		X
<b>f</b> Use of facilities?		X
<b>g</b> Athletic programs?		X
<b>h</b> Other extracurricular activities?  If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement.)		X
<b>34a</b> Does the organization receive any financial aid or assistance from a governmental agency?		X
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement.		X
<b>35</b> Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C.B 587, covering racial nondiscrimination? If 'No,' attach an explanation.	X	

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See instructions )  
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check  **a** if the organization belongs to an affiliated group. Check  **b** if you checked 'a' and 'limited control' provisions apply

<b>Limits on Lobbying Expenditures</b>		<b>(a)</b> Affiliated group totals	<b>(b)</b> To be completed for ALL electing organizations
(The term 'expenditures' means amounts paid or incurred )			
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying)	<b>36</b>		
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying)	<b>37</b>		
<b>38</b> Total lobbying expenditures (add lines 36 and 37)	<b>38</b>		
<b>39</b> Other exempt purpose expenditures	<b>39</b>		
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39)	<b>40</b>		
<b>41</b> Lobbying nontaxable amount. Enter the amount from the following table –			
<b>If the amount on line 40 is –</b>	<b>The lobbying nontaxable amount is –</b>		
Not over \$500,000	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	<b>41</b>	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41)	<b>42</b>		
<b>43</b> Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	<b>43</b>		
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	<b>44</b>		
<b>Caution:</b> If there is an amount on either line 43 or line 44, you must file Form 4720.			

**4 -Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below  
 See the instructions for lines 45 through 50 )

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4 -Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
<b>45</b> Lobbying nontaxable amount					
<b>46</b> Lobbying ceiling amount (150% of line 45(e))					
<b>47</b> Total lobbying expenditures					
<b>48</b> Grassroots non-taxable amount					
<b>49</b> Grassroots ceiling amount (150% of line 48(e))					
<b>50</b> Grassroots lobbying expenditures					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**  
 (For reporting only by organizations that did not complete Part VI-A) (See instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

Yes	No	Amount

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (add lines c through h.)

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.



## BRIDGES ACADEMY, INC.

95-4659439

**STATEMENT 1**  
**FORM 990, PART I, LINE 9**  
**NET INCOME (LOSS) FROM SPECIAL EVENTS**

SPECIAL EVENTS	GROSS RECEIPTS	LESS CONTRI-BUTIONS	GROSS REVENUE	LESS DIRECT EXPENSES	NET INCOME (LOSS)
SILENT AUCTION	19,694.	0.	19,694.	5,880.	13,814.
MISCELLANEOUS	600.	0.	600.	346.	254.
<b>TOTAL</b>	<b>\$ 20,294.</b>	<b>\$ 0.</b>	<b>\$ 20,294.</b>	<b>\$ 6,226.</b>	<b>\$ 14,068.</b>

**STATEMENT 2**  
**FORM 990, PART II, LINE 22**  
**GRANTS AND ALLOCATIONS**

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	FINANCIAL ASSISTANCE	
DONEE'S NAME:	4 STUDENTS	
AMOUNT GIVEN:		\$ 35,000.
<b>TOTAL GRANTS AND ALLOCATIONS</b>		<b>\$ 35,000.</b>

**STATEMENT 3**  
**FORM 990, PART II, LINE 43**  
**OTHER EXPENSES**

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
BANK CHARGES	2,606.		2,606.	
BOARD EXPENSES	5,317.		5,317.	
CURRICULUM EXPENSE	24,493.	24,493.		
DEVELOPMENT & FUNDRAISING EXP	30,173.			30,173.
INSURANCE	20,073.		20,073.	
LICENSE & PERMITS	4,938.		4,938.	
LOSS ON DISPOSAL OF PROPERTY	40,997.		40,997.	
MARKETING	11,677.		11,677.	
MEALS & ENTERTAINMENT	1,550.		1,550.	
MISCELLANEOUS EXPENSE	14,503.	5,533.	8,970.	
PAYROLL PROCESSING FEES	3,205.		3,205.	
PROFESSIONAL DEVELOPMENT	17,443.	16,626.	817.	
PROFESSIONAL MEMBERSHIPS	4,038.	3,230.	808.	
PROPERTY TAXES	12,227.	9,782.	1,834.	611.
RECRUITMENT	9,301.		9,301.	
REPAIR & MAINTENANCE	48,727.	35,696.	11,033.	1,998.
STUDENT ACTIVITIES	17,887.	17,887.		
TEXTBOOKS	36,608.	36,608.		
UTILITIES	15,466.	12,372.	2,320.	774.
<b>TOTAL</b>	<b>\$ 321,229.</b>	<b>\$ 162,227.</b>	<b>\$ 125,446.</b>	<b>\$ 33,556.</b>

BRIDGES ACADEMY, INC.

95-4659439

**STATEMENT 4  
FORM 990, PART III  
ORGANIZATION'S PRIMARY EXEMPT PURPOSE**

BRIDGES ACADEMY (THE "SCHOOL") IS A COLLEGE PREPARATORY SCHOOL DEDICATED TO EDUCATING "TWICE-EXCEPTIONAL" STUDENTS - GIFTED AND HIGHLY-GIFTED WITH LEARNING DIFFERENCES - IN GRADES SIX THROUGH TWELVE. BRIDGES EMPOWERS ITS COMMUNITY TO THRIVE ACADEMICALLY AND SOCIALLY THROUGH SMALL CLASSES, DIFFERENTIATED INSTRUCTION, AND TOLERANCE, CREATING AN ENVIRONMENT IN WHICH BOTH GIFTS AND DIFFERENCES ARE RECOGNIZED AND RESPECTED.

**STATEMENT 5  
FORM 990, PART III, LINE A  
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS**

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
PRIVATE SECONDARY SCHOOL - EDUCATION OF APPROXIMATELY 78 STUDENTS. SUBSTANTIALLY ALL INCOME IS DERIVED FROM TUITION, FEES, INTEREST AND FUNDRAISING, WITH SOME INCOME ATTRIBUTABLE TO PUBLIC CONTRIBUTIONS, WHICH IS THEN USED TO FURTHER SUPPORT OUR EXEMPT PURPOSE (SEE ORGANIZATION PRIMARY EXEMPT PURPOSE).	35,000.	1,253,747.
	<u>\$ 35,000.</u>	<u>\$ 1,253,747.</u>

**STATEMENT 6  
FORM 990, PART IV, LINE 55B  
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE
FURNITURE AND FIXTURES	\$ 2,286.	\$ 1,349.	\$ 937.
MACHINERY AND EQUIPMENT	32,994.	18,211.	14,783.
TOTAL	<u>\$ 35,280.</u>	<u>\$ 19,560.</u>	<u>\$ 15,720.</u>

**STATEMENT 7  
FORM 990, PART IV, LINE 58  
OTHER ASSETS**

SECURITY DEPOSITS	\$ 30,604.
TOTAL	<u>\$ 30,604.</u>

BRIDGES ACADEMY, INC.

95-4659439

**STATEMENT 8**  
**FORM 990, PART IV-A, LINE B(4)**  
**OTHER AMOUNTS**

FUNDRAISING EXPENSES	\$ 6,226.
TOTAL	<u>\$ 6,226.</u>

**STATEMENT 9**  
**FORM 990, PART IV-A, LINE D(2)**  
**OTHER AMOUNTS**

FINANCIAL ASSISTANCE	\$ 35,000.
TOTAL	<u>\$ 35,000.</u>

**STATEMENT 10**  
**FORM 990, PART IV-B, LINE B(4)**  
**OTHER AMOUNTS**

FUNDRAISING EXPENSES	\$ 6,226.
TOTAL	<u>\$ 6,226.</u>

**STATEMENT 11**  
**FORM 990, PART IV-B, LINE D(2)**  
**OTHER AMOUNTS**

FINANCIAL ASSISTANCE	\$ 35,000.
TOTAL	<u>\$ 35,000.</u>

**STATEMENT 12**  
**FORM 990, PART V**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PENNY COBEY 15223 BURBANK BOULVD SHERMAN OAKS, CA 91411	BOARD CHAIR 10	\$ 0.	\$ 0.	\$ 0.
MARK BATTERMAN 15223 BURBANK BOULVD SHERMAN OAKS, CA 91411	VICE CHAIR 10		0.	0.
EILEEN BRENNAN 15223 BURBANK BOULVD SHERMAN OAKS, CA 91411	VICE CHAIR 10		0.	0.

BRIDGES ACADEMY, INC.

95-4659439

STATEMENT 12 (CONTINUED)  
FORM 990, PART V  
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DOUG CONDON 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	TREASURER 10	\$ 0.	\$ 0.	\$ 0.
DAVID GINSBERG 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	TRUSTEE 2	0.	0.	0.
CHUCK POTTS 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	HEAD OF SCHOOL 60	133,599.	0.	0.
PAT GOLDBERG 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	TRUSTEE 2	0.	0.	0.
PAUL SINGER 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	TRUSTEE 2	0.	0.	0.
MARGARET POWER 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	TRUSTEE 2	0.	0.	0.
DAVID PARKER 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	SECRETARY 2	0.	0.	0.
BILL WOODS 15223 BURBANK BOULVDARD SHERMAN OAKS, CA 91411	TRUSTEE 2	0.	0.	0.
TOTAL		\$ 133,599.	\$ 0.	\$ 0.

STATEMENT 13  
SCHEDULE A, PART III, LINE 3  
QUALIFICATIONS OF RECIPIENTS RECEIVING GRANTS OR LOANS

SCHOLARSHIPS ARE GRANTED TO STUDENTS BASED ON FINANCIAL NEED AS DETERMINED BY THE GOVERNING BOARD. SCHOLARSHIPS ARE AWARDED ON A RACIALLY NON-DISCRIMINATORY BASIS.

**FINAL 6/9/04**

**BYLAWS OF BRIDGES ACADEMY**

**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**Effective July 1, 2004**

**I. PURPOSE**

The purpose of the corporation is to maintain and operate a School as a not-for-profit enterprise. The corporation also has such powers as are now or may hereafter be granted by the California Nonprofit Corporation Law (§§ 5000 et seq. of the California Corporations Code). It shall be the policy of the Board of Trustees and the School not to discriminate in admissions and hiring practices in violation of the law.

**II. OFFICES**

The corporation shall have and continually maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of California as the Board of Trustees may from time to time determine.

**III. MEMBERS**

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Trustees.

**IV. BOARD OF TRUSTEES**

***A. General Powers.***

The affairs of the corporation shall be managed by its Board of Trustees. The Board shall have sole voting power with regard to this corporation and shall have all of the powers granted to "directors" of a corporation pursuant to the California Nonprofit Public Benefit Law. The Board's primary responsibilities are to determine and guide the

character, mission, and culture of the School, to establish overall policies for the School, to assure the financial stability of the School, and to cause the policies that the Board adopts to be effectively implemented. Without limiting the foregoing or such other responsibilities and obligations as may be found under the laws of the state of California, the Board shall undertake the following responsibilities:

- (a) Select, nurture, evaluate, retain and terminate the Head of School; delegate administrative functions to the Head, including the power to admit or dismiss students and to appoint or remove other employees; and monitor the Head's effectiveness and performance.*
- (b) Monitor the School's financial management; approve capital expenditures in accordance with the financial policies adopted by the Board; adopt annual capital and operating budgets for the School; institute, promote, and direct major fund raising for the School and otherwise undertake such steps as may be necessary to protect the financial stability of the School.*
- (c) Establish the philosophy of education and the objectives of the School; develop, implement, and update the School's strategic plan, review the School's programs to ensure that the School is well-managed in accordance with the School's mission and purposes.*
- (d) Define and promulgate general policies for the School for the effective operation of the School, including financial, employment, operating, and educational policies and ensure their effective implementation.*
- (e) Ensure that the School has adequate physical resources for the performance of its educational mission and adopt policies to maintain the physical plant of the School.*
- (f) Annually assess the School's effectiveness, the Head's performance, and the Board's performance.*
- (g) Appropriately communicate with the parents, faculty, staff, and students to keep the Board's constituency informed.*

#### **B. Number**

The Board of Trustees shall consist of up to thirteen (13) voting members, including the president of the Parents Association, and two (2) non-voting members, the Head of School and the Faculty Representative. Potential members for the board shall be nominated and selected by the Board by criteria defined by the Board from time to time.

### ***C. Tenure***

Trustees may be elected to the Board at any time. The Head of School and the president of the Parents Association ("PA Representative") shall serve on the Board so long as they hold the office that qualifies them to serve. All newly elected board members shall serve for a term of three (3) years commencing on the July 1<sup>st</sup> immediately following their election, or if elected after July 1, shall have their terms measured retroactively from the July 1 preceding their election.

In the event that a voting trustee does not complete his or her term on the Board, a new trustee may be elected to fill out the unexpired term and then that trustee is eligible to be nominated for one or more full terms.

### ***D. Faculty Representative***

A Faculty Representative to the Board may be elected annually by the Faculty of the School from among members of the fulltime faculty. Such election shall take place in June and the Faculty Representative shall serve for a term of one (1) year counting from the July 1<sup>st</sup> immediately following his or her election. The Faculty Representative shall be invited to attend and participate in all meetings of the Board, except for meetings held in executive session, but shall not be entitled to vote.

### ***F. Parents Association Representative***

The president of the Parents Association shall be a voting Trustee of the Board *ex officio* during the term of his or her presidency. If such individual is elected to the Board thereafter, he or she will be considered a newly elected board member for purposes of Section IV.C, above.

### ***G. Meetings***

#### **1. Annual Meeting**

The annual meeting of the Board of Trustees shall be held in June of each year, at the time and place set by the Board, for the purpose of electing the officers of the Corporation and Board of Trustees, and any other business that may properly come before the Board. If, for any reason, the meeting does not take place in June, then the next duly noticed meeting of the Board shall serve as the annual meeting. All newly elected officers' terms shall commence the July 1<sup>st</sup> immediately following their election. For officers elected after July 1, their terms shall commence on July 1 retroactively.

#### **2. Regular Meetings**

There shall be no fewer than six regular meetings of the Board of Trustees each year, one of which shall be held in June of each year for the purpose of electing the officers of the Board. Notice of the date, time and place of each regular meeting shall be

given in writing by the Chair of the Board to each member of the Board of Trustees, at the start of the School year, or as soon thereafter as possible.

The place of any regular meeting of the Board of Trustees shall be determined by the Chair and shall be within the County of Los Angeles except by the affirmative vote of a majority of the voting members of the Board as from time to time constituted. To the maximum extent permitted by law, members of the Board of Trustees or any committee designated by the Board of Trustees, including the Executive Committee, may participate in a meeting of the Board or such committee by means of conference telephone, or similar communication equipment, as long as all persons participating in the meeting can hear one other, and such participation in a meeting shall constitute presence in person at such meeting.

### **3. Special Meetings**

Special meetings of the Board of Trustees may be called at the request of the Chair, the Head of School or any three (3) voting members of the Board. Notice of each special meeting, setting forth the time, date, and place of the meeting and the general nature of the business to be transacted at such meeting, shall be given by the Chair or the Secretary on at least four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board, provided that the notice must state the nature of proposals concerning the following, and absent such statement, any action by the Board on such items shall be invalid:

- a. removal of a Trustee;
- b. election of a Trustee, including name(s) of the person(s) to be nominated;
- c. amending the Articles of Incorporation or these bylaws.

### **4. Notice**

Notice of any special meeting of the Board of Trustees, or any change in the previously announced annual schedule of regular meetings shall be given as prescribed in Article IV.F.3 of these Bylaws. Any member of the Board may waive notice of any meeting. The attendance of a member at any meeting shall constitute waiver of notice at such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## 5. Quorum

A majority of the voting members of the Board as from time to time constituted shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if a quorum shall not be present at such meeting, a majority of the voting members of the Board present may adjourn the meeting from time to time without further notice until a quorum shall be present. A meeting at which a quorum is initially present may not continue to transact business if any Trustees whose presence is necessary for the establishment of a quorum have withdrawn from the meeting.

## 6. Manner of Action

The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these by-laws. However, any motion to terminate the contract of the Head of School prior to its expiration shall require a two-thirds (2/3) majority of the voting members of the Board as from time to time constituted for approval.

## 7. Decisions without a Meeting

Unless otherwise restricted by statute, the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if (i) a written consent thereto is signed by all the voting members of the Board or by all the members of such committee, as the case may be, and (ii) such written consent is filed with the minutes of proceedings of the Board or such committee. An e-mail notification to an on-line mailing list maintained by the Board (such as <bridgesacad-board@yahoo.com>), or to the Chair or Secretary of the Board, or a written consent delivered by U.S. mail, or by fax shall constitute written consent for the purposes of this section. Such consents shall be treated for all purposes as a vote at a meeting. ~~The action by written consent shall have the same force and effect as the unanimous vote of the directors. For the purposes of this section only, all members of the board does not include an interested director as defined in §5233 of the California Corporations Code.~~

At the request of the Chair or Secretary, the Board of Trustees, without a meeting, may vote on any matter which is within its powers, except for amendment of the Articles or Bylaws, removal of the Head, any Trustee or any Officer, or the dissolution, or sale of all or substantially all of the assets, of the Corporation, via e-mail or such other electronic messaging system (including, but not limited to, the electronic polling function of on-line services such as yahoo.com), so long as:

### a) Unanimous Consent

Every member of the Board gives their written consent to such voting (however, the voting itself need not be unanimous unless otherwise required by law or these Bylaws).

b) Time for Voting

The voting shall be closed when at least five (5) days shall have elapsed from the time of the original notice of the electronic voting to the close of voting, or when all Trustees have voted, whichever comes first.

c) Ratification

Any matter voted on by electronic means shall be brought to the attention of the Board at its next regular meeting, and the Board shall be asked to ratify all such electronic votes. All actions by consent shall be effective when the last Trustee signs or authorizes the consent, unless the consent specifies a later date.

### **8. Conduct of Meetings; Executive Sessions**

All meetings of the Board shall be open to the public, except for such meetings, or portions of meetings, which the Chair (or any Vice Chair, in the Chair's absence) determines, in his or her sole discretion, may address confidential matters including, but not limited to, personnel issues, student records or discipline, or financial records involving any student, employee or their families, potential or pending litigation, or which may address other matters of particular sensitivity. Attendance at meetings (or portions of meetings) addressing such confidential matters is restricted to voting Trustees and the Head of School and shall not be open to the public or to any interested party. Such restricted meetings shall be referred to as Executive Sessions of the Board. Minutes of Executive Sessions shall be kept to the same extent as minutes of all other Board meetings, except that such minutes shall be available only to voting members of the Board or as required by law.

### **9. Presumption of Assent**

A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail (or by e-mail with an acknowledgement of receipt) to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

### **~~H.~~ Removal**

Any member of the Board may be removed at any regular or special meeting of the Board by an affirmative vote of two-thirds of the voting Trustees then in office whenever, in their judgment, the best interest of the corporation would be served thereby. The member being removed shall be notified of the meeting at which the removal action

will be taken, and the specific grounds for removal, at least five (5) days prior to the meeting.

### ***I. Resignation***

Any Trustee may resign from a committee of the Board, an office of the Board, or the Board itself by giving written notice to the Chair or the Secretary. Any such resignation shall take effect on the date of the receipt of such notice or at any later time therein specified, and, unless specified, the acceptance of such resignation shall not be necessary to make it effective.

### ***J. Deemed Resignation***

The failure of a Trustee to attend three (3) consecutive regular Board meetings may be treated by the Board as a deemed resignation of the Trustee if the following shall have occurred: (i) the Chair shall contact the absent Trustee and discuss the reasons for such absences with the Trustee; (ii) at the next Board meeting following the three consecutive absences, the Chair shall make a report to the Board on such absences and the Trustee's interest in continuing to serve on the Board; (iii) the Board shall elect either to accept the absences as a deemed resignation or to request that the Trustee improve the Trustee's attendance. If the Trustee in question was not in attendance at the meeting in which the Board made its election, the Chair shall give written notice of the Board's action to the absent Trustee.

### ***K. Vacancies***

Any vacancy occurring in the Board of Trustees may be filled by a majority of the remaining Trustees at any regular or special meeting. Vacancies occurring in existing positions shall be filled for the unexpired term only.

### ***L. Compensation***

Members of the Board shall not be paid for their services as Trustees, but may be reimbursed for expenses actually and reasonably incurred on behalf of the School.

### ***M. Conflict of Interest Policy***

The Board of Trustees affirms that the trustees, officers, administrators, faculty and other employees of the School have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Trustees of the circumstances resulting in the potential

conflict so that the Board of Trustees can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

**1. Financial Interest.**

- a) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the School obtains goods or services, or (ii) which is a competitor of the School.
- b) Competition by the individual, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.
- c) Representation of the School by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.
- d) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the School in which he or she participates, or of which he or she has knowledge.

**2. Inside Information**

Disclosure or use by the individual of confidential information about the School, its activities or intentions, for the personal profit or advantage of the individual or any person.

**3. Conflicting Interests other than Financial**

Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves the School as an adverse party or with adverse interests.

**4. Gifts and Favors**

Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

A Trustee shall not vote on any matter in which the Trustee has a direct or indirect interest. The Board may approve a transaction in which a Trustee has an interest if the material facts of the transaction and the Trustee's interest are disclosed and if the Trustees approving the transaction in good faith reasonably believe that the transaction is in the best interest of the School. The minutes of such meetings shall reflect that the

disclosure was made and that the Trustee having a conflict of interest abstained from voting. As provided by §5233(b)(2) of the California Corporations Code, this provision shall not apply to a transaction which is part of a public or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Trustees or their families because they are in the class of persons intended to be benefited by the public or charitable program.

## V. OFFICERS

### A. Officers

The officers of the corporation shall be a Chair (President), one or more Vice Chairs (Vice President), a Treasurer, a Secretary, and such number of assistant treasurers, assistant secretaries, and other officers as may be elected or appointed by the Board of Trustees. Officers must be Trustees. Any two or more offices may be held by the same person, except the office of Chair and Secretary.

### B. Election and Term of Office

The officers of the corporation shall be elected for three-year terms by the Board of Trustees at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Unless otherwise stated in these Bylaws, each officer shall hold office until his or her successor shall have been duly elected, or until his or her resignation has been submitted to the Chair of the Board of Trustees in writing. In the event that an officer's term as Trustee expires before the end of the officer's appointment, that officer's term as Trustee shall be extended until the end of the individual's term in office.

### C. Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by an affirmative vote of the majority of voting Trustees then in office whenever, in their judgment, the best interests of the corporation would be served thereby.

### D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

### ***E. Chair of the Board, Past Chair***

The Chair of the Board shall preside at all meetings of the Board. He or she may sign, with the Head of School, or Secretary, or any other proper officer or agent of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board from time to time. The Chair shall have the right to vote, shall support all committees, shall provide an annual charge to each committee, and shall have such other powers and duties as are incident to the office of the Chair. The Chair shall, at the conclusion of his or her term or terms, serve as immediate Past Chair until the office is filled by his or her successor.

### ***F. Vice Chair(s)***

The Vice Chair(s) of the Board shall preside at meetings of the Board in the absence of the Chair, and shall exercise such other powers of the Chair as the Chair shall, from time to time, delegate to the Vice Chair(s).

### ***G. Treasurer***

The Treasurer of the Board shall be responsible for carrying out the mandates of the Board and its Finance Committee in overseeing the financial affairs of the School. The Treasurer shall, with the assistance of the Head of School, monitor all accounts and records and shall direct the preparation of the annual audited financial statements. The Treasurer raises financial issues for Board consideration; chairs the Finance Committee; facilitates the Committee's development of policies and the budget; leads its monitoring of budgeted income and expenses; and in general performs all duties incident to the office of secretary and such duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees.

### ***H. Secretary***

The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporation's records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of secretary and such duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees. Minutes of the Board's regular and special meetings shall be made available for review by parents, faculty and staff at the principal offices of the Corporation.

### ***I. Assistant Treasurers and Assistant Secretaries***

The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer, secretary or by the Chair of the Board of Trustees. If required by the Board of Trustees, the assistant treasurers shall give bond for the faithful discharge of their duties in such sum and with such surety as the Board of Trustees shall determine, the cost of such bond being paid for with funds of the corporation.

## **VI. COMMITTEES**

### ***A. Committees of Members of the Board of Trustees***

The Board of Trustees by resolution adopted by a majority of the voting members currently serving may designate one or more committees, each of which shall consist of two or more voting members of the Board of Trustees (plus any non-board members as the Board sees fit to approve), which committees shall have and exercise the authority of the Board of Trustees in the management of the corporation only to the extent provided in such resolution; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual member thereof of any responsibility imposed on it, him, or her by law. Except as provided in these Bylaws, the Chair and the Head of School shall be *ex officio* members of all standing committees without the power to vote (except that the Chair shall be entitled to vote as a member of the Executive Committee and the Committee on Trustees), and each standing committee shall include at least two additional Trustees. Each Trustee shall serve on at least one committee in addition to any service on the Executive Committee, provided, that the Immediate Past Chair shall be relieved of any obligation of committee service during the year following the end of his or her service as Chair.

All members of the standing committees, other than the Executive Committee, shall be chosen as follows except as otherwise provided herein: the committee chair, following consultation with the Chair of the Board, shall propose committee members (who need not be members of the Board) to the Board of Trustees, and the affirmative vote of a majority of the Trustees shall elect the committee members based upon said proposals.

### ***B. Executive Committee***

#### **1. Composition**

The Executive Committee shall comprise the Chair of the Board of Trustees, the Vice Chair(s), the immediate Past Chair, the Treasurer, the Secretary and the Head of School.

## **2. Meetings**

The Executive Committee shall meet at the request of the Chair, the Head or any member of the Committee in accordance with such rules or regulations as it may have adopted pursuant to Article VI.B.3.

## **3. Conduct of Meetings**

The Executive Committee may prescribe for the conduct of its business such rules and regulations, not inconsistent with these Bylaws or with such resolutions for the guidance and control of the Executive Committee as may from time to time be passed by the Board, as it shall deem necessary or desirable, including, without limitation, rules fixing the time and place of meetings and the notice to be given thereof, if any. All action taken by the Executive Committee shall be reported to the Board at the meeting immediately following such action, and shall be subject to revision or alteration by the Board at such meeting; provided, however, that such revision or alteration shall not affect any action taken by any officer or employee of the corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of the Executive Committee.

## **4. Powers**

Except as specifically delegated to the Executive Committee by the Board of Trustees, the Executive Committee shall not have the authority to act on behalf of the Board of Trustees for the purpose of: a) amending these by-laws, b) amending the budget, or c) making decisions covering the selection or retention of the Head of School. The Executive Committee shall have no powers other than those normally exercised by its officer members or such further specific powers as may from time to time be specifically conferred upon it by resolution of the Board of Trustees.

### ***C. Finance Committee***

The Finance Committee shall be a standing committee and, working together with the Head of School and the Business Officer, develops the long-range financial plan and yearly operational budget for Board approval; researches tuition issues and recommends tuition for Board approval; monitors the implementation of the budget; makes periodic reports to the Board on the School's financial status; and educates the Board on nonprofit financial reporting and trends affecting the School's finances. The Finance Committee shall be chaired by the Treasurer. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### ***D. Committee on Trustees***

The Committee on Trustees shall be a standing committee and coordinates the identification, cultivation, recruitment, and orientation of new trustees; proposes the slate of proposed trustees (including both new and sitting trustees) for election by the Board;

nominates officers; facilitates Board self-assessment; identifies needs for Board education and training, and designs vehicles to meet the needs; and organizes the recognition of individual trustees. The Committee on Trustees shall schedule and plan a Board retreat each year to be held after June 1 and before the Board's October meeting. The Committee on Trustees shall work with the Strategic Planning Committee to determine the agenda for the planning portion of the Board retreat. Such committee shall be chaired by the Immediate Past Chair, if he or she is available. The PA Representative and two other Trustees shall constitute the remaining committee members. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

#### ***E. Development Committee***

The Development Committee shall be a standing committee responsible for all areas of fund raising including student, faculty, Parents Association, alumni association, and any other ad hoc or regular groups that support the school. The Director of Development, if any, shall serve as a non-voting member of the committee. The PA Representative shall be an *ex officio* member of the Development Committee. The Development Committee shall make a written report of its annual plans to the Board prior to the Board's November meeting, and shall approve or take other appropriate action upon all proposed fund raising activities related to the school.

#### ***F. Facilities Committee***

The Facilities Committee shall be a standing committee that shall, in cooperation with the Head of School and the Finance Committee, oversee and report on the operation and maintenance of the facilities and grounds of the School, with particular attention to deferred maintenance needs. The Facilities Committee shall develop the master plan for the school's buildings and grounds with the staff and outside consultants, if any, for Board approval; shall monitor implementation of the plan; shall report to the Board periodically on major plant and campus issues; and shall keep the Finance Committee informed of buildings and grounds needs. The Committee shall, if authorized to do so by the Board, provide Board oversight of major building projects, but shall not act as project manager.

#### ***G. Academic Committee***

The Academic Committee shall monitor the general quality of the education provided by the School and shall consult with the Head of School in regard to the educational policy and program of the School and make recommendations to the Board. The Academic Committee shall be chaired by the Head of School and shall include the Faculty Representative and at least one other member of the faculty.

### ***H. Leadership Committee***

The Leadership Committee shall be a standing committee responsible for advising the Head of School on issues related to human resources, particularly as they affect senior members of faculty and staff. When required, the Leadership Committee shall conduct the search for the next Head of School and shall recommend each proposed new Head for Board approval.

### ***I. Strategic Planning Committee***

The Strategic Planning Committee shall work closely with the Head of School in order to develop annual goals, strategic and long-range plans for the School. The Strategic Planning Committee shall develop a written recommendation to the Board of the annual and strategic goals for the current school year, which shall include priority items for focus by the Board and Head. The Strategic Planning Committee shall develop and annually update long-range plans of the School. Prior to the Board's Annual Meeting, the Strategic Planning Committee shall develop a written assessment of the implementation of the annual Strategic Plan, preliminary recommendations for the following annual Strategic Plan, and preliminary recommendations for amendments to the Long-Range Plan.

### ***J. Audit Committee***

The Audit Committee shall be a standing committee and shall be independent of the Finance Committee. The Audit Committee shall recommend the independent auditor for Board approval; work with the auditor to establish the scope of the audit; review the recommendations for improving internal controls as noted in the auditor's management letter; recommend approval of the annual audit to the Board; and monitor the implementation of the recommendations of the management letter.

### ***K. Other Committees***

Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the voting members present at a meeting at which a quorum is present. The Chair of the Board of Trustees shall appoint the members of such committee, except as otherwise provided in the resolution designating such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### ***L. Terms of Office of Committee Members***

The terms of all members and chairs of all standing committees shall expire on June 30 of each year. Subject to the foregoing, each member of a committee shall continue to serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless

such member shall cease to qualify as a member thereof, or until his or her resignation has been submitted to the Chair of the Board of Trustees.

***M. Chair***

Except as otherwise provided herein, the chair of each committee shall be appointed by the Chair of the Board of Trustees.

***N. Vacancies***

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

***O. Quorum***

Unless otherwise provided herein or in the resolution of the Board of Trustees designating a Committee, a majority of the voting members of the whole committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

***P. Rules***

Except as otherwise provided in these Bylaws, all standing committees shall meet at least two times annually and shall report on all actions and considerations to the Board. Minutes of the meetings of the committees shall be prepared and delivered to the Board prior to the next regular meeting of the Board following the meeting of the committee. The Board shall establish at its first meeting of the school year a general timetable for committee reports. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Trustees

**VII. HEAD OF SCHOOL**

***A. Executive Functions.***

The Head of School shall be the chief executive officer of the school and official advisor to the Board. The Head shall exercise general supervision over all the affairs of the School, represent the School to the community, and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The Head shall have the power, on behalf of the Board of Trustees, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board.

***B. General Management.***

The Head of School shall be delegated the general management responsibilities for the School by the Board of Trustees. The Board shall maintain general oversight over these activities.

***C. Appointment.***

In the event of a permanent vacancy in the office of the Head, the Board shall elect a replacement from among candidates submitted for consideration by a special Search Committee nominated by the chair of the Leadership Committee and approved by the Board. An affirmative vote of at least two-thirds of the Trustees is required for appointment. The employment contract for the Head and all renewal contracts shall be reviewed and approved by the Board.

***D. Administrative Responsibilities***

Within the policy guidelines established by the Board, the Head shall develop institutional programs, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, prepare the annual budget, and shall have responsibility for the day-to-day operation of the School.

***E. Assistance to, and Service on, the Board***

The Head shall work in close conjunction with the Board and shall guide it in preparation of agendas in its meetings and the long range development of the School. The Head shall be a Trustee *ex officio* during the term of his or her employment and shall attend all Board meetings, including executive sessions (except for executive sessions concerning the Head's employment or compensation), but shall have no vote.

***F. Annual Review of Performance and Compensation***

An annual review of the performance of the Head shall be conducted. The Chair shall determine the process to be followed after consultation with the Head. The process shall include an opportunity for input from each Trustee, the Head, and from key members of the School community, a self-evaluation by the Head, and an evaluation of the Head's progress in accomplishing the annual strategic goals of the School, to the extent applicable. The Leadership Committee shall appoint a committee to conduct the evaluation process, which committee shall include the Board Chair and at least two other Trustees. The committee shall report its findings and actions to the Board, shall make any recommendations that it may have with respect to the Head's compensation, which shall have been reviewed for intermediate sanctions concerns, and shall make a written report of such findings, actions and recommendations. The committee's written report shall be available to all Board members prior to the Board's vote on renewal of the Head's contract, unless the Board waives this requirement by two-thirds vote.

***G. Dismissal of the Head.***

A decision not to renew the Head's contract or to terminate the services of the Head can only be taken by the Board at a regular meeting or a special meeting provided due notice of the contemplated action is given.

**VIII. INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES**

The Corporation shall have the power, to the maximum extent permitted by the California Nonprofit Corporation Law, to indemnify each of its agents acting in good faith and within the scope of his or her normal duties against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an "agent" of the corporation includes any person who is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

The Corporation is specifically authorized to purchase insurance for its agents protecting them against liabilities and expenses described herein, and the limitations on the payment and indemnification set forth above shall not apply to limit the conditions under which any amount of insurance proceeds may be paid to any agent.

**IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS*****A. Contracts***

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Trustees or the Executive Committee, no officer, agent or employee shall have any power or authority to bind the School by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

***B. Checks, Drafts, Etc.***

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of or payable by the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of any such determination by the Board of Trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Head of School or the Chair of the Board.

### **C. Deposits**

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

### **D. Gifts**

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the corporation.

## **X. BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

## **XI. WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the California Corporations Code or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **XII. NON-DISCRIMINATION POLICY**

Bridges Academy admits students of any race, color, religion, gender, sexual orientation, national and ethnic origin, or disability to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, religion, gender, sexual orientation, national or ethnic origin, or disability in administration of its educational policies, admissions policies, scholarship and loan programs, or athletic and other school-administered programs.

## **XIII. CHARITABLE LIMITATIONS**

Notwithstanding any other provision of these Bylaws, no member, director, officer, or employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the School not permitted to be taken or carried on by an organization exempt from taxation under the provisions of the Internal Revenue Code and regulations promulgated thereunder as they now exist or as they shall hereafter be amended. In the event of the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, scientific, literary, or educational organizations which would then qualify for exemption

from taxation under the provisions of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### **XIV. AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and by-laws may be adopted by a two-thirds majority of the voting members of the Board, provided that at least five (5) days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting. Any amendment to the By-laws will be voted only after examination of any possible conflicts with the Articles of Incorporation.