

Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

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

2006

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 2006 calendar year, or tax year beginning 07-01-2006 and ending 06-30-2007

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

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: BRIDGES ACADEMY INC. Number and street: 3921 LAUREL CANYON BLVD. City or town: STUDIO CITY, CA 91604

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

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?

G Web site: wwwbridgesedu

J Organization type (check only one): 501(c)(3)

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than 25,000

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 2,570,934

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

Table with columns for Revenue, Expenses, and Net Assets. Rows include Contributions, Program service revenue, Membership dues, Interest on savings, Dividends, Gross rents, Other investment income, Gross amount from sales of assets, Special events and activities, Gross sales of inventory, Other revenue, Total revenue, Program services, Management and general, Fundraising, Payments to affiliates, Total expenses, Excess or (deficit) for the year, Net assets or fund balances at beginning of year, Other changes in net assets, Net assets or fund balances at end of year.

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. (See the instructions.)

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
22a Grants paid from donor advised funds (attach Schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
22b Other grants and allocations (attach schedule) (cash \$ 104,895 noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b	104,895	104,895	
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25a Compensation of current officers, directors, key employees etc. Listed in Part V-A (attach schedule)	25a	141,000	40,890	86,010
b Compensation of former officers, directors, key employees etc. listed in Part V-B (attach schedule)	25b	75,376	21,859	45,979
c Compensation and other distributions not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c			
26 Salaries and wages of employees not included on lines 25a, b and c	26	1,335,026	1,093,026	220,367
27 Pension plan contributions not included on lines 25a, b and c	27	42,358	30,921	10,166
28 Employee benefits not included on lines 25a - 27	28	127,489	93,067	30,597
29 Payroll taxes	29	129,648	94,643	31,116
30 Professional fundraising fees	30			
31 Accounting fees	31	1,850		1,850
32 Legal fees	32			
33 Supplies	33	8,385	6,709	1,258
34 Telephone	34	5,957	4,765	893
35 Postage and shipping	35	3,469	2,774	522
36 Occupancy	36	173,221	138,577	25,983
37 Equipment rental and maintenance	37	6,306	5,045	946
38 Printing and publications	38	4,502	3,827	675
39 Travel	39			
40 Conferences, conventions, and meetings	40			
41 Interest	41			
42 Depreciation, depletion, etc. (attach schedule)	42			
43 Other expenses not covered above (itemize)				
a See Additional Data Table	43a			
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	2,518,092	1,857,108	593,392

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 (See the instructions.)

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.

<p>What is the 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.</p> <p>All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)</p>	<p>Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others.)</p>
<p>a PRIVATE SECONDARY SCHOOL - EDUCATION OF APPROXIMATELY 82 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</p> <p>(Grants and allocations \$ 104,895) If this amount includes foreign grants, check here ▶ <input type="checkbox"/></p>	<p>1,857,108</p>
<p>b</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/></p>	
<p>c</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/></p>	
<p>d</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/></p>	
<p>e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/></p>	
<p>f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶</p>	<p>1,857,108</p>

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A)		(B)		
		Beginning of year		End of year		
Assets	45 Cash—non-interest-bearing		137,410	45	171,317	
	46 Savings and temporary cash investments		1,163,798	46	1,257,422	
	47a Accounts receivable	47a	14,706			
	b Less allowance for doubtful accounts	47b	7,942	5,475	47c	6,764
	48a Pledges receivable	48a				
	b Less allowance for doubtful accounts	48b			48c	
	49 Grants receivable				49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
	b Receivables from other disqualified persons (as defined under section 4958(c)(3)(B) (attach schedule)				50b	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use				52	
	53 Prepaid expenses and deferred charges		32,907	53	39,849	
	54a Investments—publicly-traded securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV			54a		
	b Investments—other securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV			54b		
55a Investments—land, buildings, and equipment basis	55a					
b Less accumulated depreciation (attach schedule)	55b			55c		
56 Investments—other (attach schedule)				56		
57a Land, buildings, and equipment basis	57a	547,434				
b Less accumulated depreciation (attach schedule)	57b	284,937	297,501	57c	262,497	
58 Other assets, including program-related investments (describe <input type="checkbox"/> _____)		85,000	58	90,000		
59 Total assets (must equal line 74) Add lines 45 through 58		1,722,091	59	1,827,849		
Liabilities	60 Accounts payable and accrued expenses		154,327	60	144,051	
	61 Grants payable			61		
	62 Deferred revenue		1,142,594	62	1,266,868	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)			63		
	64a Tax-exempt bond liabilities (attach schedule)			64a		
	b Mortgages and other notes payable (attach schedule)			64b		
	65 Other liabilities (describe <input type="checkbox"/> _____)		13,677	65	2,735	
66 Total liabilities Add lines 60 through 65		1,310,598	66	1,413,654		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74					
	67 Unrestricted		411,493	67	407,539	
	68 Temporarily restricted			68	6,656	
	69 Permanently restricted			69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74					
	70 Capital stock, trust principal, or current funds			70		
	71 Paid-in or capital surplus, or land, building, and equipment fund			71		
	72 Retained earnings, endowment, accumulated income, or other funds			72		
	73 Total net assets or fund balances Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)		411,493	73	414,195	
	74 Total liabilities and net assets / fund balances Add lines 66 and 73		1,722,091	74	1,827,849	

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

a	Total revenue, gains, and other support per audited financial statements	a	2,451,695
b	Amounts included on line a but not on Part I, line 12		
1	Net unrealized gains on investments	b1	
2	Donated services and use of facilities	b2	
3	Recoveries of prior year grants	b3	
4	Other (specify) _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	2,451,695
d	Amounts included on Part I, line 12, but not on line a :		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify) _____	d2	104,895
	Add lines d1 and d2	d	
e	Total revenue (Part I, line 12) Add lines c and d	e	2,556,590

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

a	Total expenses and losses per audited financial statements	a	2,413,197
b	Amounts included on line a but not on Part I, line 17		
1	Donated services and use of facilities	b1	
2	Prior year adjustments reported on Part I, line 20	b2	
3	Losses reported on Part I, line 20	b3	
4	Other (specify) _____	b4	
	Add lines b1 through b4	b	
c	Subtract line b from line a	c	2,413,197
d	Amounts included on Part I, line 17, but not on line a :		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify) _____	d2	104,895
	Add lines d1 and d2	d	104,895
e	Total expenses (Part I, line 17) Add lines c and d	e	2,518,092

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the 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 & deferred compensation plans	(E) Expense account and other allowances
MARK BATTERMAN 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Co-Chair Board of Trustees 10 00	0	0	0
EILEEN BRENNAN 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Co-Chair Board of Trustees 10 00	0	0	0
DOUGLAS CONDON 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Treasurer 5 00	0	0	0
Margie Power 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Trustee 1 00	0	0	0
PAT GOLDBERG 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Trustee 1 00	0	0	0
Peter Schwartz 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Trustee 1 00	0	0	0
CARL SABATINO 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	HEAD OF SCHOOL 45 00	130,000	5,000	6,000
DAVID PARKER 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Secretary 1 00	0	0	0
Patricia Giggans 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Trustee 1 00	0	0	0
Cheri Shapiro 3921 LAUREL CANYON BLVD STUDIO CITY, CA 91604	Trustee 1 00	0	0	0

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

Table with 3 columns: Question (75a-75d), Yes, No. 75a: Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings. 75b: Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? 75c: Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? 75d: Does the organization have a written conflict of interest policy?

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation (If not paid enter -0-), (D) Contributions to employee benefit plans and deferred compensation plans, (E) Expense account and other allowances. Row 1: sherry minlowski, 3921 LAUREL CANYON BLVD, STUDIO CITY, CA 91604, 0, 71,787, 3,589, 0.

Part VI Other Information (See the instructions.)

Table with 3 columns: Question (76-81b), Yes, No. 76: Did the organization make a change in its activities or methods of conducting activities? 77: Were any changes made in the organizing or governing documents but not reported to the IRS? 78a: Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 78b: If "Yes," has it filed a tax return on Form 990-T for this year? 79: Was there a liquidation, dissolution, termination, or substantial contraction during the year? 80a: 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? 80b: If "Yes," enter the name of the organization and check whether it is exempt or nonexempt. 81a: Enter direct or indirect political expenditures (See line 81 instructions). 81b: Did the organization file Form 1120-POL for this year?

Part VI Other Information (continued)

Form with multiple sections (82a-91b) containing questions about organization services, dues, lobbying, and financial accounts, with Yes/No columns and input fields.

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91c Yes No

If "Yes," enter the name of the foreign country

92 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

92

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

Note: Enter gross amounts unless otherwise indicated.

Table with 5 columns: (A) Business code, (B) Amount, (C) Exclusion code, (D) Amount, (E) Related or exempt function income. Rows include 93 Program service revenue, 94 Membership dues and assessments, 95 Interest on savings and temporary cash investments, 96 Dividends and interest from securities, 97 Net rental income or (loss) from real estate, 98 Net rental income or (loss) from personal property, 99 Other investment income, 100 Gain or (loss) from sales of assets other than inventory, 101 Net income or (loss) from special events, 102 Gross profit or (loss) from sales of inventory, 103 Other revenue, 104 Subtotal, 105 Total.

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

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

Table with 2 columns: 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). Rows include 93A and 103a.

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

Table with 5 columns: (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.

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

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

NOTE: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI **Information Regarding Transfers To and From Controlled Entities** *Complete only if the organization is a controlling organization as defined in section 512(b)(13)*

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity	Yes	No

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity	Yes	No

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006 covering the interests, rents, royalties and annuities described in question 107 above?	Yes	No

Please Sign Here

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.

***** Signature of officer	2008-02-28 Date
Mark Batterman Co-Chair Board of Trustees Type or print name and title	

Paid Preparer's Use Only	Preparer's signature Alan Harrison	Date 2008-02-26	Check if self-employed <input checked="" type="checkbox"/>	Preparer's SSN or PTIN (See Gen Inst W)
	Firm's name (or yours if self-employed), address, and ZIP + 4 STANISLAWSKI & HARRISON CPAS 301 N LAKE AVE SUITE 900 PASADENA, CA 91101			EIN Phone no (626) 793-3600

SCHEDULE A (Form 990 or 990EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

OMB No 1545-0047

2006

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

Department of the Treasury Internal Revenue Service

Name of the organization BRIDGES ACADEMY INC

Employer identification number

95-4659439

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees (See page 2 of the instructions. List each one. If there are none, enter "None.")

Table with 5 columns: (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 & deferred compensation, (e) Expense account and other allowances. Rows include Jim Berkowitz, Cynthia Novak, Doug Lenzini, Michelle Hartley, Sherry Minlowski, and a total count of 6.

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services (See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

Table with 3 columns: (a) Name and address of each independent contractor paid more than \$50,000, (b) Type of service, (c) Compensation. Content is mostly empty with 'None' in column (a).

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services (List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None". See page 2 for instructions.)

Table with 3 columns: (a) Name and address of each independent contractor paid more than \$50,000, (b) Type of service, (c) Compensation. Content is mostly empty with 'None' in column (a).

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

<p>1 During the year, has the organization attempted to influence national, state, or local legislation, include 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 ▶\$ _____(Must equal amounts on line 38, Part VI-A, or line 1 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>	1		No
<p>2 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>a Sale, exchange, or leasing property?</p>	2a		No
<p>b Lending of money or other extension of credit?</p>	2b		No
<p>c Furnishing of goods, services, or facilities?</p>	2c		No
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>	2d	Yes	
<p>e Transfer of any part of its income or assets?</p>	2e		No
<p>3a Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments) 📎</p>	3a	Yes	
<p>b Did the organization have a section 403(b) annuity plan for its employees?</p>	3b	Yes	
<p>c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment , historic land areas or structures? If "Yes" attach a detailed statement</p>	3c		No
<p>d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	3d		No
<p>4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g</p>	4a	Yes	
<p>b Did the organization make any taxable distributions under section 4966?</p>	4b		
<p>c Did the organization make a distribution to a donor, donor advisor, or related person?</p>	4c		
<p>d Enter the total number of donor advised funds owned at the end of the tax year ▶ _____</p>			
<p>e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶ _____</p>			
<p>f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ 0 _____</p>			
<p>g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ 0 _____</p>			

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that 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 otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization
 - Type I
 - Type II
 - Type III - Functionally Integrated
 - Type III - Other

Provide the following information about the supported organizations. (see page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support?
			Yes	No	
Total					

- 14** An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the 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) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 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					
18 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					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 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.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22					
24 Line 23 minus line 17					
25 Enter 1% of line 23					
26 Organizations described on lines 10 or 11:					
a Enter 2% of amount in column (e), line 24					26a
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 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.					26b 0
c Total support for section 509(a)(1) test. Enter line 24, column (e).					26c
d Add: Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____					26d
e Public support (line 26c minus line 26d total)					26e
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f
27 Organizations described on line 12:					
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: (2005) _____ (2004) _____ (2003) _____ (2002) _____					
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 11b, 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: (2005) _____ (2004) _____ (2003) _____ (2002) _____					
c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c
d Add: Line 27a total _____ and line 27b total _____					27d
e Public support (line 27c total minus line 27d total)					27e
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))					27g
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, 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.					

Part V Private School Questionnaire (See page 7 of the instructions.)**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

	Yes	No
29 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?	29 Yes	
30 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?	30 Yes	
31 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) THE SCHOOL PUBLICIZED ITS RACIALLY NONDISCRIMINATORY POLICY in the LOCAL NEWSPAPER	31 Yes	
32 Does the organization maintain the following		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a Yes	
b Records documenting that scholarships and other financial assistance are awarded on racially nondiscriminatory basis?	32b Yes	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c Yes	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d Yes	
If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement) _____ _____		
33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?	33a	No
b Admissions policies?	33b	No
c Employment of faculty or administrative staff?	33c	No
d Scholarships or other financial assistance?	33d	No
e Educational policies?	33e	No
f Use of facilities?	33f	No
g Athletic programs?	33g	No
h Other extracurricular activities?	33h	No
If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement) _____ _____		
34a Does the organization receive any financial aid or assistance from a governmental agency?	34a	No
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	34b	No
35 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	35 Yes	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768)Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred)

(a)
Affiliated group
totals**(b)**
To be completed
for all electing
organizations

36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38	Total lobbying expenditures (add lines 36 and 37)	38		
39	Other exempt purpose expenditures	39		
40	Total exempt purpose expenditures (add lines 38 and 39)	40		
41	Lobbying nontaxable amount Enter the amount from the following table— If the amount on line 40 is— The lobbying nontaxable amount is— 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 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	41		
42	Grassroots nontaxable amount (enter 25% of line 41)	42		
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

Caution: 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 on page 13 of the instructions)**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 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 page 13 of the instructions.)

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

- 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**.)

Yes	No	Amount

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

Additional Data

Software ID:
Software Version:
EIN: 95-4659439
Name: BRIDGES ACADEMY INC

Form 990, Part II, Line 43 - Other expenses not covered above (itemize):

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
a CURRICULUM EXPENSE	43a	24,649	24,649		
b BANK CHARGES	43b	1,932		1,932	
c BOARD EXPENSES	43c	13,057		13,057	
d INSURANCE	43d	12,979		12,979	
e MARKETING	43e	18,475		18,475	
f MEALS & ENTERTAIN	43f	3,525		3,525	
g PAYROLL PROCESS FEES	43g	3,353		3,353	
h PROF DEVELOPMENT	43h	16,323	14,999	1,324	
i PROF MEMBERSHIPS	43i	4,439	3,551	888	
j RECRUITMENT	43j	22,547		22,547	
k STUDENT ACTIVITIES	43k	22,211	22,211		
l PROPERTY TAXES	43l	1,185	948	178	59
m MISCELLANEOUS	43m	12,928	3,233	9,695	
n TEXTBOOKS	43n	30,920	30,920		
o REPAIR & MAINTENANCE	43o	12,382	10,700	1,299	383
p depreciation	43p	110,137	89,452	16,622	4,063
q custodial services	43q	21,209		21,209	
r bad debts	43r	7,050		7,050	
s security	43s	19,309	15,447	2,897	965

TY 2006 Cash Grants Paid Schedule

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Class of Activity	Recipient's name	Address	Amount	Relationship
FINANCIAL ASSISTANCE	12 STUDENTS	3921 laurel canyon blvd studio city, CA 91604	104,895	

TY 2006 Land etc. Schedule

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Category/Item	Cost/Other Basis	Accumulated Depreciation	Book Value
computers	114,020	55,500	58,520
furniture and equipment	38,522	21,837	16,685
improvements	394,892	207,600	187,292

TY 2006 Other Assets Schedule

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Description	Beginning of Year Amount	End of Year Amount
SECURITY DEPOSIT	85,000	90,000

TY 2006 Other Changes in Net Assets Schedule**Name:** BRIDGES ACADEMY INC**EIN:** 95-4659439

Description	Amount
To correct an error in recording 63006 parent association income	-35,796

**TY 2006 Other Expenses
Not Included Schedule**

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Description	Amount
financial aid	104,895

TY 2006 Other Liabilities Schedule**Name:** BRIDGES ACADEMY INC**EIN:** 95-4659439

Description	Beginning of Year Amount	End of Year Amount
CAPITAL LEASE OBLIGATION	13,677	2,735

**TY 2006 Other Revenues
Not Included Schedule**

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Description	Amount
financial aid	104,895

TY 2006 Special Events Schedule

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Event Name	Gross Receipts	Contributions	Gross Revenue	Direct Expense	Net Income (Loss)
SILENT AUCTION	36,950	0	36,950	8,500	28,450
MISCELLANEOUS	8,655	0	8,655	5,844	2,811

TY 2006 Scholarship Award Statement

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Statement: scholarships are granted to students based on financial need as determined by the governing board. scholarships are awarded on a racially non-discriminatory basis.

TY 2006 Self Dealing Statement

Name: BRIDGES ACADEMY INC

EIN: 95-4659439

Line Number	Explanation
2d	see form 990, part V

FINAL 6/6/04 -- AMENDED 5-1-07

BYLAWS OF BRIDGES ACADEMY

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Effective July 1, 2004 – Amended May 1, 2007

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 and three (3) non-voting members, the Head of School, the Faculty Representative, and the Parents Association 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 1st 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 anytime between May 1 and October 1 as determined by the Head of School and the Faculty. The Faculty Representative shall serve for a term of up to one (1) year counting from the July 1st immediately prior or following his or her election, and may be re-elected to successive terms. 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 (PA) shall be a non-voting Trustee of the Board *ex officio* during the term of his or her presidency. If the PA president chooses not to serve, the PA shall elect a representative at any regular PA meeting. If such individual is elected to the Board as a voting trustee 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 1st 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.

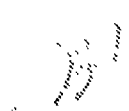
V. OFFICERS

A. Officers

The officers of the corporation shall be a Chair or Co-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, the Committee on Trustees, and the Finance Committee), and each standing committee shall include at least two additional Trustees. Each Trustee shall serve on at least one committee.

All members of the standing committees, other than the Executive Committee and the Committee on Trustees, 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.

Handwritten signature and date in the bottom right corner.

B. Executive Committee

1. Composition

The Executive Committee shall comprise the Chair of the Board of Trustees, the Vice Chairs), 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. The committee shall consist of the Chair of the Board of Trustees, the Chair of the COT, and three other voting Trustees. 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. 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

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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.

H. 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.

I. 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.

J. 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.

K. 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.

L. Chair

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

M. 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.

N. 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.

O. 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.

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.