

BYLAWS OF
 CITY HEIGHTS PREPARATORY CHARTER SCHOOL
 A California Nonprofit Public Benefit Corporation

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BYLAWS OF

CITY HEIGHTS PREPARATORY CHARTER SCHOOL

A California Nonprofit Public Benefit Corporation

1. NAME

The name of this corporation is CITY HEIGHTS PREPARATORY CHARTER SCHOOL.

2. PRINCIPAL OFFICES OF THE CORPORATION

A. Principal Office

The principal office for the transaction of the business, affairs, and activities of the corporation is located at 3770 Altadena Ave, in San Diego County, California 92105. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be by corporate resolution, or noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

3. PURPOSES AND LIMITATIONS

A. General Purposes

This corporation is a nonprofit educational corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for educational purposes.

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Specific Purposes

Within the context of the general purposes stated above, the specific purpose of this corporation shall be to provide an excellent neighborhood-based, college-preparatory education for middle and high school students in City Heights.

C. Limitations

- 1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- 2) The property of this corporation is irrevocably dedicated to educational purposes, as set forth in Subsection 3.A. above. No part of the net earnings of this corporation shall inure to the benefit of its directors, trustees, officers, private shareholders or members, or to any individual.

- 3) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for educational purposes and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code.

4. DIRECTORS

A. Power of Board

1) General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Except as otherwise provided in the Articles of Incorporation, the Board shall operate the Corporation. Only persons who subscribe to the missions, goals and purposes of the Corporation are eligible to serve on the Board.

B. Number of Directors

The number of directors of the Corporation shall be no less than five (5) and no greater than eleven (11). The charter authority may appoint a representative to the Board of Directors as allowed by Education Code Section 47604(c). It is within the sole discretion of the charter authority whether to or not to appoint a representative. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, provided that the number of directors shall never be less than three. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. To the extent applicable law requires an amendment of the Bylaws to change the number of directors, any action by the Board to increase or decrease the number of directors shall be deemed an amendment to the Bylaws.

C. Selection of Directors

At the expiration or earlier termination of the terms of office of the initial Directors, their successors shall be chosen for two (2) year terms by a majority vote of the members of the Board then in office, whether or not less than a quorum, or by a sole remaining Director. Each such director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The Board shall arrange for terms to be staggered when possible.

D. Restrictions on Directors

No persons serving on the Board may be interested persons. An interested person is (i) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

E. Vacancies on Board

1) Events Causing Vacancy

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; (c) a finding by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or (d) the increase of the authorized number of directors.

2) Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president, or to a quorum of the directors of the

board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of the State of California, no director may resign if the corporation would then be left without a duly elected director.

3) Removal

A director, except for the charter authority's representative, may be removed with or without cause at any time by action of a majority of the directors present at a meeting at which a quorum is present, provided that such action is taken at a meeting of the Board called expressly for that purpose. If the charter authority appoints a representative to the Board, that individual will serve at the pleasure of and be removed, only by the action of the charter authority.

4) Filling Vacancies

Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

5) No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

F. Directors' Meetings

1) Place of Meeting

Meetings of the Board shall be held within the physical boundaries of San Diego County which has been designated in the notice of the meeting.

2) Annual Meeting

a. Annually the Board shall meet for the purpose of organization, appointment of officers and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date and place as may be specified and noticed by resolution of the Board.

b. All meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act").

3) Regular Meetings

Regular meetings of the Board, including annual meetings, shall be held at such times and places as may be fixed by the Board. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda at a physical location in its jurisdiction and with a direct link on each charter school's website homepage containing a brief general description of each item of business to be transacted or discussed at the meeting. The Board shall meet at least three (3) times per year, including the annual meeting.

4) Special Meetings

a. Authority to Call

Special meetings of the Board for any purpose may be called at any time by the president, the secretary or any two board members. The party calling such special meeting shall determine the place, date and time thereof.

b. Notice of Special Meetings

- i) Special meetings of the Board may be held only after each member has received four {4} days' prior notice by first-class mail or twenty-four (24) hours' notice given 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 of communication, provided that such notice otherwise complies with the Brown Act.
- ii) Any such notice shall be addressed or delivered to each member at the member's address (or telephone or facsimile number, or electronic mail address, as applicable) as it is shown on the records of the corporation or as may have been given to the corporation by the member for purposes of notice or, if an address (or telephone or facsimile number, or electronic mail address, as applicable) is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the members are regularly held.
- iii) Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- iv) The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- v) In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hour notice is given to the public through the posting of an agenda at a physical location in the corporation's jurisdiction and with a direct link on the charter school's website homepage.

5) Quorum

A majority of the board members then in office shall constitute a quorum. Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting. Board members may not vote by proxy.

6) Consent to Meetings

Except as otherwise may be provided in the Brown Act, the transactions of the Board at any meeting shall be as valid as though done at a meeting duly held after regular call and notice to the Board members if a quorum be present, and if, either before or after the meeting, each member entitled to vote, not present in person signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof.

All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Notice of a meeting need not be given to any member who attends the meeting without protesting prior to or at the commencement of the meeting, the lack of notice to such member.

7) Telephonic and Electronic Video Meetings

- a. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with; At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of San Diego County;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconferencing location being identified in the notice and agenda of meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

8) Adjournment

A quorum of the members present may adjourn any Board meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the public and to members who were not present at the time of the adjournment.

G. Compensation and Reimbursement

Directors shall receive no compensation for their services as directors, but may receive reasonable reimbursement for expenses in attending meetings.

H. Committees

1) Committees of the Board

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

- a. Fill vacancies on the board or on any committee that has the authority of the board;
- b. Fix compensation of the directors for serving on the board or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any board resolution that by its express terms is not so amendable or repeal able; or
- e. Create any other committees of the board or appoint members of committees of the board.

2) Advisory Committees

Other committees not having and exercising the authority of the Board of Directors in the

management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him or her by law.

3) Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules. Committees will comply with the Brown Act as required by law.

5. OFFICERS

A. Officers of the Corporation

The officers of the corporation shall be a president, a secretary, and a treasurer (chief financial officer). The corporation may also have, at the board's discretion, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers (assistant financial officers), and such other officers as may be appointed in accordance with Subsection 5.C. of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer (chief financial officer) may serve concurrently as either the president or the chairman of the board.

B. Election of Officers

All officers shall be elected to hold office for one (1) year. The officers of the corporation, except those appointed under Subsection 5.C. of these bylaws, shall be chosen by the board and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers

The board may appoint and may authorize the chairman of the board, the president, or other officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

D. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the board and also, if the officer was not chosen by the board, by an officer on whom the board has conferred that power of removal.

E. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

F. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

G. Responsibilities of Officers

1) Chairman of the Board

If the chairman of the board is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as may be assigned by the board or prescribed by the bylaws. With Government Code Section 1090 and the Political Reform Act, the Chair cannot be the CEO and the CEO cannot be a board member.

2) President

Subject to such supervisory powers as the board may give to the chairman of the board, if any, the president shall, subject to the control of the board, be the Chief Executive Officer and general manager and educational leader of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall have such other powers and duties as the board or the bylaws may prescribe.

3) Vice Presidents

In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

4) Secretary

a. Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in the State of California, a copy of the articles of incorporation and bylaws, as amended to date.

b. Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the members, of the board, and of committees of the board required by the bylaws to be given. The secretary shall keep the corporate seal, if any, in safe custody, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

5) Treasurer (Chief Financial Officer)

a. Books of Account

The treasurer (chief financial officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and transactions. The treasurer (chief financial officer) shall send or cause to be sent to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables

The treasurer (chief financial officer) shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and

directors, when requested, an account of all transactions as treasurer (chief financial officer) and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c. Bond

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

6. INDEMNIFICATION

A. Right of Indemnity

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

B. Approval of Indemnity

On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine in accordance with Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if it has, the board shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Subsection 6.A. and Subsection 6.B. of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

7. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

8. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

- 1) Adequate and correct books and records of account; and
- 2) Written minutes of the proceedings of its board and committees of the board.

B. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in the State of

California, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to date.

C. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind and to inspect the physical properties of the corporation and each of its subsidiaries for a purpose reasonably related to the director's interests as a director. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and laws of the State of California shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

10. AMENDMENTS

Bylaws may be adopted, amended, or repealed by the approval of the board.

11. FISCAL YEAR

The fiscal year of this corporation shall end on the last day of the month of July.

12. ADDITIONAL PROVISIONS

In these Bylaws, the word 'trustee' may be substituted for the word 'director.'

CERTIFICATE OF DIRECTOR

I, Elias Vargas, the School Director of City Heights Preparatory Charter School, formed and existing under the laws of the State of California, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted and read to, and adopted by, the Board of Directors on January 7, 2011; and that these Bylaws were amended to reflect the correct principle office address as allowed by said bylaws on September 4, 2012; and that these Bylaws were amended to reflect the correct number of directors as allowed by said bylaws on December 6, 2013; and that these Bylaws were amended to reflect the correct number of hours' notice for special board meetings as allowed by said bylaws on October 2, 2015; and that these Bylaws were amended to reflect updated changes on September 3, 2020.

IN WITNESS WHEREOF, I have here under subscribed my name on this 9 day of Sept. 2020

Name: Elias Vargas
Title: School Director



I certify that these bylaws are approved by the City Heights Prep Board of Directors on 9/3/20