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For more information regarding the content of this material, please contact the Charter Schools Division by phone at 916-322-6029 or by e-mail at charters@cde.ca.gov.

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APR 9 2003

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION
OF
Los Angeles International Charter High School
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is the Los Angeles International Charter High School.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The specific purpose for which this corporation is organized is to provide public education for students in the state of California.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Clifford R. Moseley, 6218 Beard St., Los Angeles, California 90042.

FOUR: (a) This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Clifford R. Moseley	6218 Beard St. Los Angeles ,California 90042
Vaughn J. Bernardez	3936 South Denker Ave, LA, California 90062
Rita Kanell	7810 W. 79 th ST. PLAYA DEL REY, CA 90293

Janet Giodiano

ST., LOS ANGELES, CA 90042

Benjamin Mauer (916 MISSION ST., SOUTH PASADENA, CA 91030

SIX: The property of this corporation is irrevocably dedicated for educational purposes, meeting the requirements of Section 214 of the California Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes, meeting the requirements of Section 214 of the California Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: March 4, 2003

Clifford R. Moseley Director

Clifford R. Moseley
Vaughn J. Bernardez Director
Vaughn J. Bernardez

Rita Kanell Director
Rita Kanell

Janet Giodiano Director
Janet Giodiano

Benjamin Mauer Director
Benjamin Mauer

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Clifford R. Moseley, Director

Vaughn J. Bernardez, Director
Vaughn J. Bernardez, Director

Rita Kanell, Director
Rita Kanell, Director

Janet Giodiano, Director
Janet Giodiano, Director

Benjamin Mauer, Director
Benjamin Mauer, Director

**BYLAWS
OF
LOS ANGELES INTERNATIONAL CHARTER HIGH SCHOOL
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California. The address is 625 Coleman Ave., Los Angeles, CA 90042.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated:

_____ Dated:

_____ Dated:

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be to provide public education for students in the state of California. The purpose of the Los Angeles International Charter High School is to offer a high quality, meaningful college-preparatory curriculum in a safe environment where students will develop academic and leadership skills that will help them succeed through college and beyond.

SECTION 2. NON-DISCRIMINATORY POLICY STATEMENT

This corporation shall not discriminate in any form as provided by law. Furthermore this corporation shall:

1. Be nonsectarian in programs, admission policies, employment practices and all other operations.
2. Not discriminate against any student, employee, or person on the basis of ethnicity, national origin, gender, disability or any other class protected under the law
3. Comply with all federal laws and state codes relating to public agencies.

**ARTICLE 3
DIRECTORS**

SECTION 1. NUMBER

The corporation shall have not less than five (5) and no more than seven (7) directors with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these Bylaws. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director, with the exception of the Charting Agency representative, shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected or appointed and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation, with the exception that they will be compensated for expenses accrued while attending authorized school-related professional development functions. Examples of functions include seminars, conferences, etc. Acceptable expenses include: meals, hotel, car-rentals, airfare, etc.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

In accordance with government Code 1090, interested persons are not allowed to serve on the board. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any ancestor, descendant, sibling, spouse, or any family member by extension of the law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within the State of California which has been designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held at least once every two months with exact dates to be decided by the board when creating the annual calendar. An annual board meeting shall be held during the month of December with the exact date to be decided by the board. An annual meeting for nominations and elections for offices, as well as for filling vacancies shall be held each June with an exact date to be decided by the board. Annual meetings do not count towards the at least six regular meetings guaranteed by these bylaws.

SECTION 9. SPECIAL MEETINGS

The notice shall be delivered personally or by any other means and shall be received at least 24 hours by the public before the time of the meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings. The written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with secretary a written waiver of notice. The waiver may be given electronically. The written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

Notwithstanding any other law, a special meeting cannot be called regarding the salaries, salary schedules, or compensation paid in the form of fringe benefits, of a local agency executive, unless the special meeting is to discuss the local agency's budget.

SECTION 10. NOTICE OF MEETINGS

Notice of meetings shall be in compliance with the Brown Act. Regular meetings of the board will be held with at least 72 hours public notice given. Notice will be posted on website and appropriate public locations.

SECTION 11. CONTENTS OF NOTICE

Notice shall be in compliance with the Brown Act. Notice of meetings shall specify the place, day and hour of the meeting. The agenda of the board meeting shall also be included in the notice.

SECTION 12. QUORUM FOR MEETINGS

A majority of board members then serving shall constitute a quorum for purposes of transacting business. Except as otherwise provided by law, no business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the President, or presiding member shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision made by a majority of the directors present and voting at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

Board members will abstain themselves from votes on issues which would be considered a conflict of interest including salary issues regarding directors, certificated staff, and classified members.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors will be in compliance with the Brown Act and shall be presided over by the President of the Board, or, in his or her absence, by a board member chosen to preside by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 15. VACANCIES

At the annual meeting of directors, directors, with the exception the Chartering Agency representative, shall be elected by the Board of Directors in accordance with this section. The members may consist of the following: one designated representative from the Chartering Agency, and a designated number of community representatives within the number specified in Article 3 Section 1 of these bylaws, unless the number is changed by amendment to these bylaws. Candidates for the community representative positions will be identified by the Board of Directors.

Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote. The majority vote will consist of fifty-percent (50%) plus one of the votes cast. The Chartering agency representative will be appointed by the Chartering Agency.

Prior to the annual meeting of directors, the board must agree by a majority vote as to how many vacant seats the directors will be voting for.

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office.

If a Director is not fulfilling their duties or is refusing to follow majority board instruction they may be removed from the remainder of the meeting by a majority vote of the Directors present or removed from

their seat in its entirety by a majority vote of all Directors on the board.

Directors shall be removed after the third unexcused absence in a year from a regular meeting. Excuses will be deemed valid only if (1) the board Secretary and President are notified at least 2 hours prior to the meeting, (2) if the board present at the specific meeting has a majority vote your excuse is valid, and (3) confirmation by a 3rd party that your excuse was in fact truthful. The board shall notify any member in writing after the second unexcused absence from a regular meeting as a caution that the next regular meeting missed will be grounds for removal.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

A Director may not resign if it would leave the board with less than the minimum number of members required by these bylaws. Rather, the board may hold an interim nomination process to select a replacement as adhering to the policies in these bylaws.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation as specified by non-profit regulations.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding as it relates to Los Angeles International Charter School business.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 4
OFFICERS**

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

For an office other than the initial three to take effect, there must be a majority vote to create the office and then nominations and election must be held for each office created. The newly elected office will take effect immediately.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

The qualifications for officers are for them to be members in good standing of the Board of Directors. Officers will be nominated to an office, and if member accepts, will be elected by a simple majority vote of the board.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer, may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. DUTIES OF PRESIDENT

The President shall, subject to the control of the Board of Directors, in conjunction with the administration of the school, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors.

SECTION 6. DUTIES OF SECRETARY

The Secretary shall:

In conjunction with the administration of the school, ensure that the administration of the school:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of

minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; (g) have such other powers and perform such other duties as the Board may prescribe; and (h) within thirty (30) days of board resolution, the outgoing treasurer shall remove themselves as the authorized signatory in the school's designated bank account.

SECTION 8. COMPENSATION

The officers of the Board shall serve on a voluntary basis and shall receive no compensation, with the exception to that compensation stated in Article 3, section 5.

**ARTICLE 5
COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

1. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
2. The filling of vacancies on the board or on any committee which has the authority of the board.
3. The fixing of compensation of the directors for serving on the board or on any committee.
4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
5. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repeal able.
6. The appointment of committees of the board or the members thereof.
7. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
8. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
9. The removal of any members from the board or the committee.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not

inconsistent with the provisions of these Bylaws.

**ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the executive director 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, the executive director shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution or as otherwise required by law, authorize an officer or agent of the corporation to sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation.

SECTION 3. 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 Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular, special or emergency, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind except for those explicitly excluded in these bylaws and to inspect the physical properties of the corporation.

Directors will not have the right to inspect those books, records, and documents containing personal information regarding the students or personnel of the charter high school.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and sixty (160) days after the close of the corporation's fiscal year to all directors of the corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (c) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (d) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (e) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

**ARTICLE 8
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on July 1 and end on June 30 in each year.

**ARTICLE 9
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) By approval of the Board of Directors

**ARTICLE 10
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
INFORMATION**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

SECTION 2. PROHIBITION OF SHARING OF INFORMATION

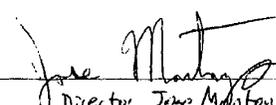
No member, Director, officer, employee, or other person connected with this corporation, or any private individual shall disclose any information that has been deemed classified by these bylaws or the board. This information must be in compliance with the Brown Act. Breaching of confidentiality may result in removal from membership.

Approved and Adopted this 25th day of July 2017.

ATTEST:

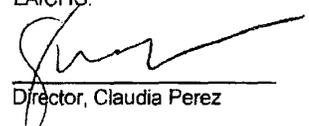
Amended and Adopted this 1st day of December of 2018.

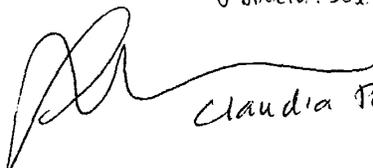

Director, Jose Montoya


Director, Jose Montoya

(12.01.18)

LAICHS:


Director, Claudia Perez


Claudia Perez 12/1/2018

CERTIFICATE

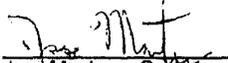
I, Board Secretary, of the of the Los Angeles International Charter High School, a California nonprofit corporation, do hereby certify that the foregoing By-Laws are a true and correct copy and were adopted at a Regular Meeting of the Board of Directors on the 25th day of July 2017, by the following vote:

AYES: Claudia Perez, Sherri Miller, and Jose Montoya.

NOES: None

ABSENT: None

ABSTAIN: None


Jose Montoya, Secretary