

BYLAWS  
OF  
IFTIN CHARTER SCHOOL  
A California Nonprofit Public Benefit Corporation

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BYLAWS  
OF  
IFTIN CHARTER SCHOOL

A California Nonprofit Public Benefit Corporation

**ARTICLE I**  
NAME

**Section 1.** NAME. The name of this corporation is Iftin Charter School.

**ARTICLE II**  
OFFICES

**Section 1.** PRINCIPAL OFFICE. The principal office for this corporation is located at 5465 El Cajon Blvd. San Diego, CA 92115. The Board of Directors (“Board”) is granted full power and authority to change such principal office from one location to another within California.

**Section 2.** OTHER OFFICES. The corporation may have such other branch or subordinate offices within the State of California as the Board of Directors may determine from time to time.

**ARTICLE III**  
PURPOSES

**Section 1.** DESCRIPTION IN ARTICLES. The corporation’s general and specific purposes are described in its articles of incorporation.

**ARTICLE IV**  
PURPOSES

**Section 1.** DISPOSITION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a California nonprofit K-12 School, that is organized and operated exclusively for charitable purposes and qualifies for tax exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE V**  
MEMBERSHIP

**Section 1.** MEMBERS. This corporation shall have no “members” as that term is defined in section 5056 of the California Nonprofit Public Benefit Corporation Law. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

## **ARTICLE VI** **DIRECTORS**

**Section 1. GENERAL CORPORATE POWERS.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of certain activities of the corporation to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

**Section 2. SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 1 of Article VI of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Appoint and remove all officers of the corporation, and to prescribe any powers and duties for such officers that are consistent with law, the Articles of Incorporation and these Bylaws; to fix their compensation.
- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the corporation, and to fix their duties and to establish their compensation.
- (d) Conduct, manage and control the affairs and activities of the corporation and to adopt and establish rules and regulations therefor that are not inconsistent with law, the Articles of Incorporation or these Bylaws, and take such steps as it deems necessary for the enforcement of such rules and regulation.
- (e) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, or country; conduct its activities in or outside California; and designate a place for holding any meeting.
- (f) Adopt, make and use a corporate seal, and to alter the form of the seal.
- (g) Carry on a business and apply any profit from such business activity to any activity that it may lawfully engage in.
- (h) Acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property.
- (i) Act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust.

- (j) Open bank accounts, borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefor.
- (k) Bring and defend actions on behalf of the corporation so long as the action is pertinent to the operations of the corporation.

**Section 3. NUMBER AND QUALIFICATION OF DIRECTORS.**

- (a) The authorized number of Directors shall be no less than five (5) members and no more than nine (9), with the exact number to be determined from time to time by a resolution of the Board, unless and until changed by amendment of these Bylaws.
- (b) The Board shall be comprised of at least one (1) member of the community and at least one (1) parent of a student of the Iftin Charter School.
- (c) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation and a dedication to its charitable and educational endeavors.

**Section 4. TERM OF OFFICE.** The term of office of all directors shall be two (2) staggered years and until a successor has been duly qualified and elected. There shall be no limit upon the number of consecutive terms to which a Director may be re-elected. Each Director shall hold office until the expiration of the term for which elected and until a successor has been qualified and elected.

**Section 5. REMOVAL OF DIRECTORS AND FILLING VACANCIES ON BOARD.**

- (a) Removal. Any director may be removed at any time, with or without cause, by a majority vote of the entire board.
- (b) Vacancies, Generally. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of any of the following:
  - (i) the death or resignation of the director;
  - (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 (relating to the standards of conduct of directors) of the California Nonprofit Public Benefit Corporation Law;
  - (iii) the removal of a director; or

- (iv) an increase of the authorized number of directors.
- (c) Resignation of Directors. Any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specified a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. Pursuant to Section 5226 of the California Nonprofit Public Benefit Corporation Law, no Director may resign if the corporation would then be left without a duly elected Director or 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.
- (d) Filling of Vacancies. Vacancies on the board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected

**Section 6. INTERESTED PERSONS.** No more than forty-nine percent (49%) of the Directors serving at any one time may be "interested persons." For purposes of this section, an "interested person" is: (1) any person currently 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, excluding any reasonable compensation, if any, paid to a Director as a Director; or (2) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation. The Board shall comply with all applicable conflict of interest laws.

**Section 7. LIMITATIONS ON POWERS**

- (a) Self-Dealing Transactions. Notwithstanding the powers conferred on the Board pursuant to Article VI, Sections 1 and 2, this corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the California Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said section 5233. In determining whether the Board validly met to authorize or approve a self-dealing transaction, interested Directors may be counted in determining the presence of a quorum, but an interested Director's vote cannot count toward the required majority for such authorization, approval, or ratification. If a self-dealing transaction has not been approved as provided under section 5233, the interested Director may be required to do such things and pay such damages as in the discretion of a court will provide an equitable and fair remedy to the corporation, taking into account any benefit received by it and whether the interested Director acted in good faith and with the intent to further the corporation's best interests.

- (b) Transactions Between Corporations Having Common Directorship. This corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the corporation's directors are directors unless the material facts as to the transaction and the Director's common directorship are fully known or disclosed to the Board, and (1) it is established that the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified, or (2) the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director. .
- (c) Loans to Directors or Officers. This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, except as is expressly allowed under Section 5236 of the California Nonprofit Public Benefit corporation law. This subsection shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or officer's duties, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation.
- (d) General Public Agency Prohibitions Governing Certain Transactions. Notwithstanding the foregoing Sections, nothing in this Section 7 shall be construed to authorize any transaction otherwise prohibited by California Government Code Section 81000 et seq., or other applicable laws.

**Section 8. STANDARD OF CARE.** Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law:

- (a) A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the corporation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
- (b) In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more of the corporation's officers or employees whom the Director believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.



**Section 9. NON-LIABILITY OF DIRECTORS.** No Director shall be personally liable for the corporation's debts, liabilities, or obligations.

**ARTICLE VII**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. PLACE OF MEETINGS.** Meetings of the Board may be held at the corporation's principal office, or at any other place within or outside of the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board. For so long as the corporation holds a charter for California public charter school(s), and to the extent a meeting is related to a charter held by the corporation, all meetings of the Board shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act ("Brown Act"), California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

**Section 2. ANNUAL MEETINGS.** The Board shall meet annually for the purpose of organization, appointment of officers and the transaction of such other business as may properly be brought before the meeting.

**Section 3. REGULAR SCHEDULED MEETINGS.** Regular meetings of the Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. Regular meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with the Brown Act, and agendas for such meetings will be publicly posted and made available on the charter's Internet web site, if it has one, at least seventy-two (72) hours prior to the meeting. Such notices will indicate the location, date and time of the meeting.

**Section 4. SPECIAL MEETINGS.** Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any, or by the President, or a majority of Directors. The party or parties calling such special meeting shall determine the place, date and time thereof. Special meetings may be held after each Director has received twenty-four (24) hours' notice, but such notice will be deemed waived by any Board member who is actually present at the meeting or at or prior to the meeting files a written waiver of notice with the Secretary of the Board. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings. Special meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with the Brown Act, and agendas for such special meetings will be posted twenty-four (24) hours prior to the meeting in a location accessible to the public. Emergency meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with Government Code section 54956.5.

**Section 5. REQUIREMENTS APPLICABLE TO MEETINGS.** Notwithstanding any other requirements contained in these Bylaws, all meetings of the Board of Directors of the corporation related to any charter held by the corporation shall be held in compliance with applicable requirements of the Ralph M. Brown Act (Chapter 9 of Part I of Division 2 of the California Government Code, commencing with Section 54950).

**Section 6. QUORUM.** A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to any more stringent provisions of law including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section 7. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.** Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. For so long as the corporation holds a charter for California public charter schools, and to the extent a meeting is related to a charter held by the corporation, such teleconferenced meetings of the Board shall comply with the requirements set forth in Government Code Section 54953. To count toward a quorum, such teleconferenced Directors must timely post the meeting agenda in plain sight to the public at their teleconference location, make the location open to members of the public, and the location must be within the jurisdiction of the charter school. Nothing precludes a Director at such meeting from otherwise attending by telephone, provided that a quorum of members is participating in the meeting either in person or at a teleconference location that may be counted toward a quorum.

**Section 8. ADJOURNMENT.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. The time and place of the adjourned meeting must also be provided to the public in accordance with the Brown Act

**Section 9. COMPENSATION.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefrom, subject to the limitation on the number of interested directors under Section 6 of Article VI of these Bylaws. Directors may also receive reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

**Section 10. COMMITTEES.**

- (a) Creation of Committees. 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 of the Directors then in office. 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 report its findings and recommendations to the Board for its action.

- (b) Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, and held and taken in accordance with, the provisions of these bylaws concerning meetings of the Board, and the Brown Act, if applicable, except that special meetings of committees may also be called by resolution of the Board. Notice of special meetings of Board committees shall also be given to any and all alternate members who shall have the right to attend all meetings of the committee. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these bylaws and the Brown Act, to the extent it applies. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted to the extent consistent with these bylaws and the Brown Act. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.
- (c) Revocation of Delegated Authority to Board Committee. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board

## **ARTICLE VIII** **OFFICERS**

**Section 1. OFFICERS.** The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer who shall be known as the Treasurer. The corporation may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers and such other officers as the Board may appoint who need not be members of the Board. Any number of offices may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the President.

**Section 2. ELECTION OF OFFICERS.** The officers of the corporation shall be elected annually by a majority vote of the Board during the first regular or special meeting of the fiscal year, and shall serve at the pleasure of the Board.

**Section 3. TERM OF OFFICE.** The officers of the corporation shall hold office for a term of one (1) year and thereafter until their successors are chosen and qualify in their stead. There shall be no limit upon the number of consecutive terms to which an officer may be re-elected. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board, subject to the rights of an officer, if any, under any employment contract.

**Section 4. RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the

receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

**Section 5. VACANCIES IN OFFICE.** Vacancies of officers may be filled at any regular or special meeting by a majority vote of the Board.

**Section 6. APPOINTMENT OF SUBORDINATE OFFICERS.** The Board may appoint and may empower the President, or another officer, to appoint such other officers as the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Board may from time to time determine, except that the President, Secretary, and Treasurer must be elected as set forth in Section 2 above.

**Section 7. PRESIDENT.** Subject the control of the Board, the President is the general manager and chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The President has the general powers and duties of management usually vested in the office of President and such other powers and duties as may be prescribed from time to time by the Board. The President when present shall preside at all meetings of the Board of Directors. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

**Section 8. SECRETARY.** 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, or committees of the Board. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date. In the absence of the President, the Secretary of the Corporation shall preside when present at meetings of the Board of Directors.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

**Section 9. TREASURER.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the 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.

The Treasurer 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, and the Board, when requested, an account of all transactions as treasurer 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.

**ARTICLE IX**  
**INDEMNIFICATION OF DIRECTORS,**  
**OFFICERS EMPLOYEES AND OTHER AGENTS**

**Section 1. RIGHT OF INDEMNITY.** To the fullest extent permitted by law, this corporation may indemnify its Directors, officers and 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 in that section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

**ARTICLE X**  
**RECORDS AND REPORTS**

**Section 1. MAINTENANCE OF CORPORATE RECORDS.** The corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board.

**Section 2. 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, physical properties, and the records of each of its subsidiaries. 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. **YEAR-END REPORT.** Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, within 120 days after the close of the fiscal year, a year-end report consisting of at least the following shall be distributed to Directors:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required to be reported under section 6322 of the Corporations Code requiring the disclosure of certain transactions in excess of \$50,000 per year between the corporation and any director or officer of the corporation and indemnifications and advances to officers or directors in excess of \$10,000 per year.

**ARTICLE XI**  
**OTHER PROVISIONS**

**Section 1. AMENDMENT OF BYLAWS.** The Board may adopt, amend, or repeal these Bylaws, provided that any such amendment does not conflict with the Articles of Incorporation or with any laws. New Bylaws may only be adopted by the Board.

**Section 2. FISCAL YEAR.** The fiscal year of the corporation shall be from July 1st through June 30th of each year.

**Section 3. CONSTRUCTION AND DEFINITIONS.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

**Section 4. ANNUAL STATEMENT OF GENERAL INFORMATION.** As and when required by section 6210 of the California Nonprofit Corporation Law, the corporation shall file, with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the corporation for the purpose of service of process.

**Section 5. EFFECTIVE DATE.** These bylaws and any amendments to these bylaws shall become effective immediately upon their adoption.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary IFTIN CHARTER SCHOOL., a California Nonprofit Public Benefit Corporation, that the foregoing Bylaws, consisting of twelve (12) pages, are the Bylaws of this corporation as adopted and amended by the Board of Directors on October 29, 2021.