

**BYLAWS
OF
HELIX HIGH SCHOOL**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Helix High School.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 7323 University Avenue, La Mesa, California, 91942. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote the Helix High School (“Charter School”), a California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law 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 includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Helix High School Charter. 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 nonprofit fund, foundation, or association that is organized and operated exclusively for educational, public or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose..

**ARTICLE VI
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. GENERAL 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 of Directors (“Board”). The Board may delegate the management of the corporation’s activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall 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 these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, all corporate

officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

- b. 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, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members.
- c. Borrow money and incur indebtedness on the corporation's behalf 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.
- d. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be nine (9), unless changed by amendments to these bylaws. The Board's composition shall be as follows:

Staff Member Representatives:

Three (3) Staff Members Representatives elected by a vote of the staff of Helix High School. The composition of the Staff Member Board seats shall be:

- Two (2) certificated Staff Members
- One (1) non- certificated Staff Member

Parent/Community Member Representatives:

Six (6) Parent/Community Member Representatives, none of which may be employees of Helix High School. The composition of the Parent/Community Member Representative Board seats shall be:

- One (1) Parent-Teacher-Student Association (PTSA) Representative.
- Two (2) Parent Representatives.
- Two (2) Community Member Representatives.
- One (1) District Representative. However, if the District elects not to exercise its right to place a representative on the Charter School Board, then there shall be one additional Community Member elected by the current parents/community members of the Board.

Section 4. BOARD ELECTIONS AND APPOINTMENTS. Prospective Board Members

must never have been convicted of a misdemeanor or felony. All terms shall be for three (3) years except where otherwise indicated. An individual may serve no more than two (2) consecutive terms. After serving two (2) consecutive terms, an individual must take one year off before running for election again.

The Board of Directors shall appoint an ad hoc Election Committee made up of the PTSA

representative (unless seeking an elected Parent or Community Representative position), a staff representative and a community representative not up for re-election. This ad hoc committee will plan, oversee and conduct the election process.

Staff Member Elections:

A potential candidate must be an active (i.e., not on leave etc.) employee at the time of the election. A Staff Member Representatives' Board seat shall be declared vacant upon termination of employment with Helix High School. Certificated and classified staff shall each nominate their own representatives for the Board. Each group will decide their own nomination process in writing to be approved by the Board and will make nominations in the first week of February in applicable years. Eligible staff will vote to determine the Staff Member Representatives. The Staff Member Representatives' election shall take place on the Tuesday and Wednesday of the third week of February with results announced no later than Friday of that third week. Eligible staff for purposes of voting for this candidate include all permanent staff members at the time of the vote (substitute, temporary or probationary employees are not eligible to vote).

PTSA Representative:

A PTSA Representative shall serve on the Board of Directors. The PTSA shall determine its own process for selection of a Representative. Qualifications of the Representative shall be consistent with the qualifications, limitations, and restrictions outlined in the Bylaws of Helix Charter High School. Qualified candidates must be current parents or legal guardians of a student at Helix, and may not be current employees of Helix High School. Former employees of Helix High School must be at least five (5) years removed from employment. A PTSA Representative's seat shall be declared vacant in the event that his/her child or ward is no longer enrolled at Helix High School. However, a PTSA Representative may continue to serve on the Board until the expiration of his/her term if his/her child or ward has graduated from Helix High School.

Parent Representative:

Parent Representatives shall be elected at-large by the parents of the current freshman, sophomore, and junior students. The election will take place in February. Qualified candidates must be current parents or legal guardians of a freshman, sophomore, junior student at Helix; or a senior student with a current 8th grade student intending to enroll at Helix. (If elected, parent of 8th grade student's eligibility to continue to serve as a director is contingent upon student enrollment in the fall term.) Qualified candidates may not be current employees of Helix High School. Former employees of Helix High School must be at least five (5) years removed from employment. A Parent Representative's seat shall be declared vacant in the event that his/her child or ward is no longer enrolled at Helix High School. However, a Parent Representative may continue to serve on the Board until the expiration of his/her term if his/her child or ward has graduated from Helix High School.

Community Representatives:

Community Representatives shall be elected by the parents of the current freshman, sophomore, and junior students. The election will take place in February. Qualified candidates must be not be

current employees of Helix High School. Former employees of Helix High School must be at least five (5) years removed from employment.

District Representative:

One (1) District Representative may be appointed by District. However, if the District elects not to exercise its right to place a representative on the Charter School Board, then there shall be one additional Community Member selected by the parents/community members of the Board.. The District shall exercise its right of appointment to this position within a thirty (30) day window of announcement of the availability of a vacancy of this position. If the School District does not appoint a representative during this thirty (30) day window the Parent/Community Member Representatives will appoint a Community Member Representative and the District right of appointment shall occur only on the vacancy of this position or the expiration of the term of this position. The District representative to the Helix Board may not be an employee of the District nor a District Board member. The District Representative must maintain all his/her obligations as a director on the Helix High School Board of Directors (e.g., confidentiality, fiduciary duties etc.).

Section 5. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) 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. In order to adhere to this bylaw, Directors will sign an affidavit declaring if they are or are not an interested party. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 6. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of: (a) the death, resignation, recall, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; (d) termination of employment with Helix High School or resignation from PTSA; and (e) the failure of a Parent Representative director to have a child or ward enrolled at Helix High School program. However, a Parent Representative director whose child or ward has graduated from Helix High School may continue to serve on the Board until the expiration of his/her term.

Section 7. RESIGNATION OF DIRECTORS. 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 the Secretary of the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Parent/Community Member Representatives may appoint a successor to take

office as of the date when the resignation becomes effective. The director appointed to fill the vacancy shall serve the remaining term of the resigning director. This partial term does not count for purposes of the limitation on consecutive Board terms.

Section 8. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 9. REMOVAL OF DIRECTORS.

Removal of Staff Member Representatives:

Signatures of twenty-five percent (25%) of the eligible voting certificated and classified staff are needed to initiate recall procedures. Within two weeks of receiving the recall petition, the Principal shall oversee a vote of the staff by secret ballot. Staff Member Representatives are recalled by a two thirds (2/3) vote of the certificated and classified staff.

Removal of Parent Representatives:

PTSA President:

In the event it is determined that the PTSA President is not fulfilling the responsibilities of the office as described in the Helix PTSA Bylaws or standing rules, or engages in conduct which the Executive Board of the PTSA determines to be injurious to the organization or its purpose, the Executive Board of the PTSA may be a two thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation of the officer; or (2) removing the officer from the Helix Board.

Parent At-Large:

If concerns regarding the Parent At-Large Representative are expressed to the Chairman in writing, its is the responsibility of the Chairman to consider the validity of these concerns and decide whether a recall vote of the Parent At-Large Representative is appropriate. A majority vote of the Board of Directors is needed to authorize a recall election. The Parent At-Large will be recalled by a two thirds (2/3) vote of the parents of current freshman, sophomore and junior students

Removal of Community Member Representatives:

If concerns regarding a Community Member Representative are expressed to the Chairman in writing, then it is the responsibility of the Chairman to consider the validity of these concerns and decide whether removal of the Community Member Representative is appropriate. A two thirds (2/3) vote of the parents of current freshman, sophomore and junior students is needed to remove a Community Member Representative.

Removal of District Representative:

The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer.

Section 10. FILLING VACANCIES ON THE BOARD OF DIRECTORS. Vacancies

on the Board of Directors shall be filled pursuant to the election or appointment mechanisms (whichever is applicable) set forth in Section 4 and Section 7.

Section 11. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 12. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation unless the Board of Directors designates another location in accordance with these bylaws. The Board of Directors may designate that a meeting be held at any place within the physical boundaries of the county in which that charter school is located that has been designated in the notice of the meeting. All meetings of the Board of Directors 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 13. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act.

The Board of Directors shall meet annually in April for the purpose of organization, election 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 of Directors. The elections of officers, and the Chairman of the Board, shall occur by open nomination.

Section 14. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held monthly at such times and places as may be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 15. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the Vice-Chairman is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 16. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to each Director and to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at

which the meetings of the Directors are regularly held.

- b. 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.
- c. 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.

Section 17. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Voting directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 18. TELECONFERENCE MEETINGS. 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:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which that charter school is located;
- 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 teleconference location being identified in the notice and agenda of the 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;¹
- 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

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 19. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. 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 directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 20. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 21. CREATION OF POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more voting directors, and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors 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 shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Fill vacancies on the Board of Directors or any committee of the Board;
- b. Amend or repeal bylaws or adopt new bylaws;
- c. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal; or
- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board.

Section 22. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 23. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

Section 24. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. Helix High School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation, at the Board’s direction, may also have a Chairman of the Board, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article VIII, Section 4, of these bylaws. The officers in addition to the corporate duties set forth in this Article VIII shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. 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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If a Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 9. PRESIDENT. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, and subject to President's contract of employment, the President (also known as the Executive Director) shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the bylaws may require. The President shall also be called the Executive Director of the School.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors 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 annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board of Directors that these bylaws require 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 of Directors or the bylaws may require.

Section 11. CHIEF FINANCIAL OFFICER. The Chief Financial Officer (also known as the Chief Business Officer) 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 Chief Financial Officer shall send or cause to be given to the members and 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 Chief Financial Officer shall (a) 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 of Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board, employment contract, job specification, or the bylaws may require.

If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the corporation of all of 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.

ARTICLE IX CONTRACTS WITH DIRECTORS

Section 1. **CONTRACTS WITH DIRECTORS.** The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into a contract or transaction with any other corporation, firm, association, or other entity in which one or more of this Corporation's directors have a material financial interest). Pursuant to Education Code section 47604.1 (effective Jan. 1, 2020), notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. **CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Helix High School Conflict of Interest Policy have been fulfilled.

ARTICLE XI LOANS TO DIRECTORS AND OFFICERS

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

ARTICLE XII INDEMNIFICATION

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in

Corporations Code Section 5238(a), including persons formerly occupying any such positions, 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 that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

ARTICLE XIII INSURANCE

Section 1. **INSURANCE.** This 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, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, Board, and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XV INSPECTION RIGHTS

Section 1. **DIRECTORS’ RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. 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 as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVI REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to the Board of Directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporation shall comply with Corporations Code section 6322.

ARTICLE XVII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the Helix High School or make any provisions of these Bylaws inconsistent with that Charter, the corporation's Articles of Incorporation, or any laws.

ARTICLE XVIII
FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Helix High School, a California nonprofit public benefit corporation; that these bylaws, consisting of 16 pages, are the bylaws of this corporation as adopted by the Board of Directors on _____; and that these bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

_____,Secretary