

SOUTH COAST CHARTER SCHOOL ASSOCIATION

RESOLUTION No. 0002

WRITTEN UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS (WITHOUT MEETING) ADOPTING FIRST AMENDED BYLAWS

Pursuant to California *Corporations Code* 5516, the undersigned, constituting all the members of the Board of Directors of Irvine Chinese Immersion Academy, Inc., a California public benefit non-profit Corporation (“Corporation”), take the following actions by this unanimous written consent:

WHEREAS, the Board of Directors desire that the Corporation conduct its business affairs in accordance with the California Corporations Code and appropriate non-profit governance best practices, and have reviewed the Bylaws attached as Exhibit A and determine that they are appropriate for this Corporation.

NOW, THEREFORE, BE IT RESOLVED, that by unanimous consent the Bylaws attached as Exhibit A to this Resolution be, and it hereby is, the Bylaws of the Corporation; and

RESOLVED, FURTHER, that each director and officer of this Corporation shall be provided a copy of the Bylaws; and

RESOLVED, FURTHER, that each Director shall operate within the rules and regulations established by the Bylaws at all times.

CERTIFICATE OF ADOPTION

I hereby certify that the foregoing resolution was approved adopted by the Board of Directors of the Corporation, by unanimous written consent.

This resolution by written consent may be executed in counterparts and each such counterpart shall be considered an original and all counterparts together shall be considered one document. The effective date of the above resolution is July 1, 2023 irrespective of the date of signing.

By: _____

Name: James Guo

Title: President, SOUTH COAST CHARTER SCHOOL ASSOCIATION

By: _____

Name: Wendi Chen

Title: Vice President, SOUTH COAST CHARTER SCHOOL ASSOCIATION

By: _____

Name: Stephen Hsu

Title: Treasurer, SOUTH COAST CHARTER SCHOOL ASSOCIATION

By: _____

Name: Beatrice Tseng

Title: Secretary, SOUTH COAST CHARTER SCHOOL ASSOCIATION

FIRST AMENDED
BYLAWS
OF
SOUTH COAST CHARTER SCHOOL ASSOCIATION
A CALIFORNIA PUBLIC CHARTER SCHOOL
OPERATING AS A NONPROFIT PUBLIC BENEFIT CORPORATION

BYLAWS OF SOUTH COAST CHARTER SCHOOL ASSOCIATION

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ARTICLE I

Name, Offices and Purposes

Section 1.01. Name. The name of the corporation is South Coast Charter School Association.

Section 1.02. Principal Office. The Board of Directors of the corporation (“Board”) shall determine where to locate the principal office of the corporation and shall timely file the required Statement of Information with the Secretary of State declaring such principal office. By resolutions, the Board may change the principal office from one location to another and may establish additional offices.

Section 1.03. Purposes. The corporation is a nonprofit public benefit corporation as described in Title 1, Division 2, Part 2 of the California Corporations Code (the “Law”). The property of the corporation is irrevocably dedicated to educational and charitable purposes in a manner which meets the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Internal Revenue Code”), and Sections 23701d and 214 of the California Revenue and Taxation Code.

ARTICLE II

Membership

Section 2.01. No Members. The corporation shall have no members within the meaning of Section 5310 of the Law. Any action which otherwise would require approval of the members shall require approval only of the Board.

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ARTICLE III***Board Of Directors*****Section 3.01. Duties and Powers of the Board.**

Subject to any limitations in the corporation's Articles of Incorporation (the "Articles") or these Bylaws, the Board shall manage the activities of the corporation and shall exercise or oversee the exercise of all corporate powers. The Board may delegate its duties and powers as it sees fit to the extent permitted by law, provided however, 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. The Board shall have all powers permitted to or conferred on a board of directors of a nonprofit public benefit corporation by Law, except as limited by the Articles or these Bylaws.

Section 3.02. Number of Directors.

The number of directors of the corporation shall be a minimum of three (3) and a maximum of nine (9). The authorized number of directors of the corporation may be changed by resolution of the Board and shall be consistent with the school Charter.

Section 3.03. Members of the Board.

The Board shall elect a Chief Executive Officer, Secretary and Chief Financial Officer at the Annual Meeting. The Chief Executive Officer, Secretary and Chief Financial Officer shall hold office for a term of one (1) year. No person may hold both the office of Chief Executive Officer and Secretary or Chief Executive Officer and Chief Financial Officer concurrently.

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Board members shall be serve either two (2) year terms or three (3) year terms. At least half of the members plus one member will serve three (3) year terms to ensure that all Board member terms are staggered. The remaining members shall serve two (2) year terms. Board member terms shall be determined initially by the Chief Executive Officer. If after the initial terms have been set and all Board members resign or are replaced at the same time, the Board Chief Executive Officer shall again appoint Board member terms according to this Section 3.03.

Board members may serve consecutive terms. Each Board member shall be elected by an affirmative vote of a majority of directors then in office.

Section 3.04. Election and Term of Office.

Directors shall be elected per Section 3.03. Each director, including a director elected to fill a vacancy, shall hold office until the earlier of the expiration of the term for which he or she was elected or until the election and qualification of a successor. Any person who is a Director by virtue of holding another position, as described herein, shall automatically be deemed to have resigned from and be removed from the Board upon ceasing to hold that other position. Each person who was elected as a Director by virtue of being a parent with one or more children attending Irvine Chinese Immersion Academy shall automatically be deemed to have resigned from and be removed from the Board at any time at which such person no longer has at least one child enrolled at Irvine Chinese Immersion Academy.

Section 3.05. Interested Persons.

No directors serving at any one time may be “interested persons.” For purposes of the Section 3.04, an “interested person” is:

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(a) 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 paid to a director as a director; or

(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 any person listed in Section 3.04(a) above.

Any violation of the provisions of this Section 3.05 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.06. Resignation, Removal, and Vacancies.

(a) A director may resign effective upon giving written notice to the Chair of the Board (the “Chair”) if any, or the Chief Executive Officer or the Board, unless the notice specifies that the resignation shall be effective at a later time; provided, however, that a director may not resign without permission of the Attorney General in a case where the corporation would be left without a duly elected director in charge of its affairs.

(b) The Board may remove any director regardless of title who fails to fulfill his or her duties, including failing to attend meetings of the Board, failing to fulfill tasks designated by the Board, failing to objectively represent the interests of the corporation or who has a conflict of interest with the corporation that a majority of Directors then in office determine cannot be reconciled by recusal or any other means; such removal must be authorized by an affirmative vote of a majority of directors then in office.

(c) The Board may fill vacancies as and when it sees fit. If the number of directors would fall below three (3), the Board shall fill vacancies as promptly as possible to avoid such a result. A director elected to fill a vacancy shall hold office until the expiration of the term of the

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replaced director or until his or her successor has been elected and qualified, unless the Board otherwise determines.

(d) A vacancy in the Board shall be deemed to exist upon the occurrence of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

(e) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or is convicted of a felony, or has been found by a final order or judgment of any court to have breached a duty to the corporation.

Section 3.07. Place of Meetings. The Board may meet at any place designated in the notice of the meeting in accordance with the requirements of the Ralph M. Brown Act (Govt. Code section 54950 et seq.).

Section 3.08. Annual Meetings. The Board shall hold an annual meeting to elect directors and officers then up for election, and to conduct all other business as may properly come before the Board. The annual meeting shall take place at such time and place as determined by resolution of the Board.

Section 3.09. Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be fixed by the Board.

Section 3.10. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chief Executive Officer or by a vote of a majority of the Directors then in office.

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Section 3.11. Notice. Annual, regular, special and emergency meetings of the Board shall be subject to the notice and open meeting requirements of the Ralph M. Brown Act (*Govt. Code* section 54950 *et seq.*)

At least 72 hours prior to a regular meeting, the Secretary of the Board shall cause to be posted an agenda containing a brief general description of each item to be discussed or transacted at the meeting, including items to be discussed in closed session. (*Govt. Code* § 54954.2(a)). The agenda shall be posted in location that is publicly accessible for the entire 72 hour period prior to the meeting; in addition, the agenda shall be posted in electronic form on the corporation's web site.

Special meetings may be called at any time, subject to the requirements of these Bylaws and the Ralph M. Brown Act, but notice must be posted or received at least twenty-four (24) hours prior to the meeting by all members of the body and by all media outlets that have requested notice in writing.

When a majority of the legislative body determines that an emergency situation exists, it may call an emergency meeting. (§ 54956.5.) The Ralph M. Brown Act defines an emergency as a crippling activity, work stoppage or other activity which severely impairs public health, safety or both. (§ 54956.5(a)(1)) Absent a dire emergency, telephonic notice must be provided to all media outlets that have requested that they receive notice of any special meetings called pursuant to section 54956 at least one hour prior to the meeting. (§ 54956.5(b).) In the case of a dire emergency, notice need only be provided at or near the time that notice is provided to the members of the body. (§ 54956.5(b)) A dire emergency is a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and

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significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the members of the legislative body. (§ 54956.5(a)(2))

Notice shall be addressed or delivered to each director at his or her home physical address, telephone contact number electronic mail address as it is shown upon the records of the corporation. Notice may also be given when the Secretary of the Board or his or her designee personally delivers the notice to a board member.

Notice by mail shall be deemed to have been given at the time that the notice is deposited in the United States mails, postage prepaid. Notice by electronic mail shall be deemed to have been given when it is actually transmitted by the person sending the notice by electronic means to the recipient. Telephonic notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who, the person giving the notice has reason to believe, will promptly communicate it to the recipient. Personal notice shall be deemed to have been given at the time and place where the Secretary of the Board or his or her designee personally delivers notice to the Board member.

Section 3.12. Quorum and Action of the Board.

(a) A majority of directors currently in office (but no fewer than two) constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Section 3.15 of these Bylaws. Unless a greater number is expressly required by law, the Articles or these Bylaws, every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that a meeting at which a quorum is initially present may continue to transact

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business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(b) The following actions shall require a vote by a majority of all directors then in office in order to be effective:

- a. The amendment of the Articles or these Bylaws;
- b. Creation or dissolution of a committee of the Board (as provided in Section 3.17) or an advisory committee (as provided in Section 3.19);
- c. The election of new directors or a vote to change the number of directors (as provided in Section 3.02); and
- d. The dissolution of the corporation and winding up of business.

Section 3.13. Participation in Meetings by Conference Telephone.

Directors may participate in meetings of the Board through the use of conference telephone or equivalent communications equipment, so long as the meeting is conducted in accordance with the Ralph M. Brown Act (and any amendments or orders regarding that Act) and, at minimum, directors participating in the meeting can hear one another, at least a quorum of the board participates from teleconferencing locations within the jurisdiction of the corporation, each teleconference location is identified in the notice and agenda of the meeting, the agenda is posted at each teleconference location, each teleconference location is accessible to the public, and there is an opportunity for the public to address the Board at each teleconference location. All votes taken must be by roll-call. Participation in a meeting pursuant to this Section 3.13 constitutes presence in person at the meeting.

Section 3.14. Waiver of Notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, before or at its commencement, the lack of notice to such director.

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All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.15. Adjournment. Regular and special meetings may be adjourned to a future date by a majority vote of the Directors in attendance at the meeting, assuming that a quorum of the Directors is present. (§ 54955.) If the subsequent meeting is conducted within five (5) days of the original meeting, matters properly placed on the agenda for the original meeting may be considered at the subsequent meeting. (§ 54954.2(b)(3).) If the subsequent meeting is more than five (5) days from the original meeting, a new agenda must be prepared and posted pursuant to section 54954.2. Hearings continued pursuant to section 54955.1 are subject to the same procedures.

When a meeting is adjourned to a subsequent date, notice of the adjournment must be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When less than a quorum of a body appears at a noticed meeting, the body may either meet as a committee of the parent body or adjourn to a future date pursuant to the provisions of sections 54955 or 54954.2(b)(3). If no members of the legislative body appear at a noticed meeting, the clerk may adjourn the meeting to a future date and provide notice to members of the legislative body and to the media in accordance with the special meeting notice provisions set forth in section 54956.

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Section 3.16. No Action Without Meeting. No action required or permitted to be taken by the Board may be taken without a properly noticed and agendized meeting, pursuant to the requirements of the Ralph M. Brown Act and these Bylaws.

Section 3.17. Committees of the Board. The Board may, by resolution adopted a majority of the number of directors then in office, create one or more committees of the Board ("Board Committee"), each consisting of at least two directors, to serve at the pleasure of the Board. Board Committees may be standing (no set term) or special (set term). Appointments of directors to Board Committees shall be made by the Board. Any such Board Committee, to the extent provided in a resolution of the Board, may be given the authority of the Board except with respect to:

- (a) The approval of any action for which the Law requires approval of the Board or of a majority of the Board;
- (b) The filling of vacancies on the Board or in any Board Committee;
- (c) The amendment or repeal of its Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of Board Committees of the members thereof;
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) The approval of any self-dealing transaction, as defined in §5233(a) of the Law of any successor provision thereto.

Section 3.18. Meetings and Actions of Board Committees. Regular and special meetings and actions of Board Committees created pursuant to Section 3.17 herein shall

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be governed by the provisions of this Article III applicable to meetings and actions of the Board and the requirements of the Ralph M. Brown Act.

Section 3.19. Fees and Compensation. The corporation shall not pay any compensation to directors for services rendered to the corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the Board.

Section 3.20. The Ralph M. Brown Act. Notwithstanding any other requirements contained in these Bylaws, all meetings of the corporation shall be held in compliance with all applicable requirements of the California Ralph M. Brown Act.

ARTICLE IV

Officers

Section 4.01. Officers. The officers of the corporation shall be a Chief Executive Officer, a Secretary and Chief Financial Officer. The current Chief Executive Officer of the Board shall chair regular, special and emergency meetings of the Board. The Board shall have the power to designate additional officers of the corporation, with such duties, powers, titles, and privileges as the Board may fix. 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 the President.

Section 4.02. Election. The officers of the corporation shall be chosen annually by a majority vote of the Board. The officers of the corporation shall serve at the pleasure of the

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Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors are elected and qualified.

Section 4.03. Removal and Resignation.

(a) Any officer may be removed with or without cause by a majority vote of then current members of the Board.

(b) Any officer may resign at any time by giving written notice to the corporation 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.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided, however, that such vacancies may be filled as they occur and not necessarily at the annual meeting.

Section 4.05. Chair of the Board. The Chief Executive Officer of the Board shall serve as the Chair of the Board, and shall preside at, or, if unavailable, shall designate another Officer to preside at meetings of the Board. The Chair shall exercise and perform such other powers and duties as may be assigned from time to time by the Board.

Section 4.06. Chief Executive Officer. Subject to such powers as may be given by the Board to the Chief Executive Officer, if any, the Chief Executive Officer is the general manager of the corporation and, subject to the control of the Board, shall have general supervision, direction, and control of the business and officers of the corporation. The Chief

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Executive Officer shall serve as the Chair of the Board and shall preside at all meetings of the Board.

Section 4.07. Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and any Board Committees. The minutes shall include the time and place of meetings, whether annual, regular, or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board and of the Board Committees, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the corporation, the original or a copy of the corporation's Articles and Bylaws, as amended.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees of the Board required by law or by these Bylaws to be given, shall keep the seal of the corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.08. Chief Financial Officer.

(a) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The books of account shall be open at all reasonable times to inspection by a director.

(b) The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the Chief

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Executive Officer and the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V***Indemnification And Insurance***

Section 5.01. Definitions. For the purpose of this Article, “agent” means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor or corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitations, attorneys’ fees and any expenses of establishing a right to indemnification under Section 5.02(c) or Section 5.02(d)(ii) of this Article.

Section 5.02. Indemnification of Agents.

(a) Except as otherwise provided in this Section 5.02(a), upon the request of an employee or former employee, this corporation shall indemnify any employee or former employee who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General of California or a person granted relator status by the

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Attorney General of California for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgment, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation, nor that the person had reasonable cause to believe that the person's conduct was unlawful.

- a. This corporation may refuse to provide for the defense of a civil action or proceeding brought against an employee or former employee if the corporation determines any of the following:
 - i. The act or omission was not within the scope of his or her employment;
 - ii. He or she acted or failed to act because of actual fraud, corruption, or actual malice;
 - iii. The defense of the action or proceeding by the public entity would create a specific conflict of interest between this corporation and the employee or former employee. For the purposes of this section, "specific conflict of interest" means a conflict of interest or an adverse or pecuniary interest, as specified by statute or by a rule or regulation of the public entity.
- b. If an employee or former employee requests in writing that this corporation, through its designated legal counsel, provide for a defense, this corporation shall, within 20 days, inform the employee or former employee whether it will or will not provide a defense, and the reason for the refusal to provide a defense.

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- c. If an actual and specific conflict of interest becomes apparent subsequent to the 20-day period following the employee's written request for defense, nothing herein shall prevent this corporation from refusing to provide further defense to the employee. This corporation shall inform the employee of the reason for the refusal to provide further defense.
- d. Except as otherwise provided in this Section 9.02(b), this corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General of California or a person granted relator status by the Attorney General of California for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 5.02(b):
 - i. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
 - ii. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

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- iii. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General of California.
- e. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in subsection (a) or (b) of this Section 5.02 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- f. Except as provided in subsection c. of this Section 5.02, any indemnification under this Section 5.02 shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subsection a. or b. of this Section 5.02, by:
 - i. A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
 - ii. The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense whether or not such application by the agent, attorney or other person is opposed by this corporation.
- g. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized by this Section 5.02.
- h. No provision made by this corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the Directors, and agreement or otherwise, shall be valid unless consistent with this Section 5.02.

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Nothing contained in the Section 5.02 shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

- i. No indemnification or advance shall be made under this Section 5.02, except as provided in Section 5.02(c) or Section 5.02(d)(ii) hereof, in any circumstances where it appears:
 - i. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - ii. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- j. Notwithstanding any other requirements contained in these Bylaws, defense of an employee or former employee, or indemnification for such costs, shall be provided in compliance with all applicable requirements of the California Government code.

Section 5.03. Purchase of Liability Insurance. This corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 5.04. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article 5 does not apply to any proceeding against any trustee, investment manager or

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other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent, as defined in Section 5.01, of the employer corporation. The corporation shall only have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE VI***Miscellaneous***

Section 6.01. Fiscal Year. The fiscal year of the corporation shall be the July 1st through June 30th.

Section 6.02. Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board.

Section 6.03. Checks, Notes, and Contracts. The Board shall determine which persons shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptance notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by both the President and the Secretary or the Treasurer, and shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing

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officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee 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 for any purpose or amount.

Section 6.05. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Law shall govern the construction of these Bylaws.

Section 6.06. Amendment of Articles and Bylaws. The Articles and Bylaws may be adopted, amended, or repealed in whole or in part by majority vote of all directors then in office.

Section 6.07. Maintenance of Certain Records. The accounting books, records, and minutes of proceedings of the Board and of the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

Section 6.08. Annual Report. No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall make available to each director an annual report in accordance with Section 6321 of the Law, which shall be accompanied by any report of independent accountants, or, if there is no such accountant's report, the

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certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6.09. Annual Statement of Certain Transactions and

Indemnifications. The corporation shall make available to its directors and annual statement affixed to the annual report described in Section 6.09 of these Bylaws which briefly describes (a) any transaction(s) during the previous fiscal year involving both (i) the corporation and either a director or officer of the corporation (or its parent or subsidiary) that is (ii) more than \$10,000; or (b) any indemnifications or advances aggregating more the \$10,000 paid during the fiscal year to any officer or director of the corporation.

Section 6.10. Loans to Directors and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; *provided, however*, that the corporation may advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary.

Section 6.11. Conflict of Interest. Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably to be construed to be

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adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, the conflicted director, officer, key employee or committee member shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, such contract or transaction, and the Board shall not vote on or take any action with respect to the conflicted transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board shall adopt conflict of interest policies requiring:

- a. Regular annual statements from Directors, officers, key employees to disclose existing and potential conflict in interest; and
- b. Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of the Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a Director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

Section 6.12. Political Reform Act. Notwithstanding anything contained in these Bylaws, the corporation must act in compliance with all applicable requirements of the California Political Reform Act with regard to self-dealing transactions.

Section 6.13. Interpretation of Charter. In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of Charter the

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shall control, then any Memoranda of Understanding between Irvine Chinese Immersion Academy and its authorizing School District or other authorizing entity, then these Bylaws.

SOUTH COAST CHARTER SCHOOL ASSOCIATION

RESOLUTION No. 0002

WRITTEN UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS (WITHOUT MEETING) ADOPTING FIRST AMENDED BYLAWS

Pursuant to California *Corporations Code* 5516, the undersigned, constituting all the members of the Board of Directors of Oxford Day Academy, Inc., a California public benefit non-profit Corporation (“Corporation”), take the following actions by this unanimous written consent:

WHEREAS, the Board of Directors desire that the Corporation conduct its business affairs in accordance with the California Corporations Code and appropriate non-profit governance best practices, and have reviewed the Bylaws attached as Exhibit A and determine that they are appropriate for this Corporation.

NOW, THEREFORE, BE IT RESOLVED, that by unanimous consent the Bylaws attached as Exhibit A to this Resolution be, and it hereby is, the Bylaws of the Corporation; and

RESOLVED, FURTHER, that each director and officer of this Corporation shall be provided a copy of the Bylaws; and

RESOLVED, FURTHER, that each Director shall operate within the rules and regulations established by the Bylaws at all times.

CERTIFICATE OF ADOPTION

I hereby certify that the foregoing resolution was approved adopted by the Board of Directors of the Corporation, by unanimous written consent.

This resolution by written consent may be executed in counterparts and each such counterpart shall be considered an original and all counterparts together shall be considered one document. The effective date of the above resolution is July 1, 2023 irrespective of the date of signing.

By: _____

Name: James Guo

Title: President, SOUTH COAST CHARTER SCHOOL ASSOCIATION

By: _____

Name: Wendi Chen

Title: Vice President, SOUTH COAST CHARTER SCHOOL ASSOCIATION

By: _____

Name: Stephen Hsu

Title: Treasurer, SOUTH COAST CHARTER SCHOOL ASSOCIATION

APPENDIX A

By: _____

Name: Beatrice Tseng

Title: Secretary, SOUTH COAST CHARTER SCHOOL ASSOCIATION