

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE FOUNDATION
FOR HISPANIC EDUCATION TO APPROVE THIRD AMENDED BYLAWS**

WHEREAS, The Foundation for Hispanic Education (“TFHE”) is a California nonprofit public benefit corporation with charitable purposes to operate one or more California public charter schools, and other programs to support the achievement of English Language Learners.

WHEREAS, Latino Education Advancement Foundation (“LEAF”) is a separate California nonprofit public benefit corporation with charitable purposes to support the public charter schools operated by TFHE or based on TFHE’s educational model, and to support the achievement of English Language Learners and community members, including with completing their public school education and attaining sufficient financial aid to support their post-secondary education admissions and retention.

WHEREAS, on or around July 1, 2019, TFHE adopted bylaws that designated LEAF as its corporate member, as “member” is defined in Corporations Code Section 5056, and granted LEAF certain rights pursuant to Section 5056, and LEAF’s membership in TFHE is also reflected in TFHE’s approved charter petitions.

WHEREAS, TFHE understands that LEAF plans to resign from corporate membership in TFHE pursuant to Corporations Code Section 5340, thereby relinquishing any and all of membership rights it has or may have in TFHE, and to waive any notice or waiting period under Corporations Code Section 5342 in order for TFHE to amend its bylaws.

WHEREAS, the Board of Trustees (“Board”) of TFHE desires to amend the bylaws of TFHE to reflect LEAF’s planned resignation as the corporate member of TFHE, to remove any and all membership rights of LEAF in TFHE, to reflect that TFHE shall have no corporate members, and to update the TFHE charters accordingly in compliance with the charter authorizer’s procedures for such updates.

NOW, THEREFORE, this Board of TFHE hereby finds, resolves and orders as follows:

1. The foregoing recitals are true and correct.
2. The Third Amended Bylaws of TFHE, attached hereto as Attachment 1, are hereby approved, subject to LEAF’s resignation as the corporate member of TFHE and waiver of the notice and waiting period as described herein, and also subject to communication with TFHE’s charter authorizer to memorialize this change in the charters for TFHE’s public charter schools.
3. The officers of TFHE, or their delegated representative(s), acting alone or together, is(are) hereby authorized and directed to take or a cause to be taken all such other actions as may be required to fulfill the purposes of this resolution.
4. This resolution shall take effect immediately upon its adoption.

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CERTIFICATE OF ADOPTION

I, Betty Jimenez, Secretary of the Board of Trustees of The Foundation for Hispanic Education, a California nonprofit public benefit corporation, County of Santa Clara, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolution duly adopted at a meeting of the Board of Trustees of The Foundation for Hispanic Education, which was duly noticed and held on December 6, 2023, at which meeting a quorum of the members of the Board of Trustees was present; and at such meeting such resolutions were adopted by the following vote:

AYES: Five
NOES: Zero
ABSTAIN: Zero
ABSENT: Zero

WITNESS my hand this 6 day of December, 2023.



Secretary of the Board of Trustees of
The Foundation for Hispanic Education

Attachment 1

**Third Amended Bylaws
of
The Foundation for Hispanic Education**

[see attached]

**THIRD AMENDED BYLAWS
OF
THE FOUNDATION FOR HISPANIC EDUCATION
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
NAME**

Section 1.01 Corporate Name. The name of this corporation is The Foundation for Hispanic Education, formerly known as The NHU Foundation.

**ARTICLE II
OFFICES**

Section 2.01 Principal Office. The corporation's principal office is located at 14271 Story Road, San Jose, California. The Board of Trustees ("Board") may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board 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
PURPOSES**

Section 3.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV
DEDICATION OF ASSETS**

Section 4.01 Dedication of Assets. This corporation's assets are irrevocably dedicated to charitable and educational 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 Trustee or officer of the corporation. Upon dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation. The corporation shall provide written notice to the California Attorney General at least twenty (20) days before it sells, leases, conveys, exchanges, transfers or otherwise disposes of all or substantially all of its assets in compliance with Section 5913 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V NO MEMBERS

Section 5.01 No Members. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 5.02 Authority Vested in the Board. Any action that otherwise requires approval by a majority of all members, or approval by the members, requires only approval of the Board. All rights that would otherwise vest under the California Nonprofit Public Benefit Corporation Law in the members shall vest in the Board.

Section 5.03 Associates. The corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI BOARD OF TRUSTEES

Section 6.01 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 these Bylaws, the corporation’s activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the 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 corporation’s activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation’s Articles of Incorporation, or these Bylaws;

(c) To 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; and conduct its activities in or outside California;

(d) To borrow money and incur indebtedness for the corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To adopt, make, and use a corporate seal and alter the form of the seal from time to time as it may deem best;

(f) To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

(g) To 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;

(h) To 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; and

(i) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

Section 6.03 Number and Election of Trustees.

(a) The Board shall consist of a minimum of five (5) and no more than nine (9) Trustees, with the exact number to be determined from time to time by a resolution of the Board. Trustees shall be elected at the annual meeting by the vote of a majority of Trustees then in office.

(b) So long as the corporation is authorized to and operates a charter school pursuant to the Charter Schools Act of 1992, the charter authorizer may select one (1) Trustee to serve on the Board pursuant to Education Code Section 47604(b), who shall serve in addition to the Trustees described in Section 6.03(a).

(c) All Trustees shall have full voting rights, including any parent, community, or charter authorizer representative.

Section 6.04 Terms Of Office. Each Trustee shall hold office for four (4) years, until a successor has been elected by the Board. There shall be no limitation on the number of consecutive terms to which a Trustee may be reelected.

Section 6.05 Events Causing Vacancies On Board. A vacancy on the Board shall be deemed to exist if a Trustee dies, resigns, is removed, or if the authorized number of Trustees is increased. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Trustees then in office. Each Trustee so elected shall hold office until the expiration of the term of the replaced Trustee and until a successor has been duly qualified and elected.

Section 6.06 Removal. Other than the Trustee appointed by a charter authorizer pursuant to Education Code Section 47604(b), any Trustee may be removed at any time by a majority vote of the Board, with or without cause. A Trustee appointed by a charter authorizer may only be removed for cause, as provided in Section 6.05 of these Bylaws.

Section 6.07 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Trustee may resign effective upon giving written notice to the President/ CEO, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Trustee may resign when the corporation would then be left without at least one (1) Trustee in charge of its affairs.

Section 6.08 Brown Act and Charter Schools Act Compliance. At all times that the corporation has a valid charter to operate a charter school, meetings of the Board with respect to charter school activities shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (California Government Code Sections 54950, *et seq.*), as the same may be modified from time to time ("Brown Act") and the Charter Schools Act, including Education Code Section 47604.1.

Section 6.09 Annual Meetings. The Board shall meet annually for the purpose of organization, election of Trustees and appointment of officers, and the transaction of such other business as may properly be brought before the meeting.

Section 6.10 Regular Meetings. Regular meetings of the Board, including the annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. There will be a minimum of four (4) total meetings of the Board per year. 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 posted seventy-two (72) hours previous to the meeting in a location that is freely accessible to members of the public and on the school's website, if it has one, and the meeting shall be held in locations and in a manner consistent with the Brown Act and the Charter School Act. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 6.11 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any, the President/ CEO, the Secretary, or any two Trustees. Notice of the time and place of special meetings shall be delivered to each Trustee personally, or by telephone or email, shall be provided at least twenty-four (24) hours prior to the meeting, and shall contain a brief general description of each item of business to be transacted or discussed at the meeting. At all times that the corporation has a valid charter to operate a charter school, notice of special meetings related to charter school activities shall also be posted twenty-four (24) hours prior to the meeting in a location that is freely accessible to members of the public and on the school's website, if it has one, and the meeting shall be held in locations and in a manner consistent with the Brown Act and the Charter School Act.

Section 6.12 Quorum. A majority of the actual number of Trustees then in office shall constitute a quorum. Every action taken or decision made by a majority of the Trustees at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of Corporations Code Section 5212 (appointment of committees), Section 5233 (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) (indemnification of directors), and except as may be otherwise provided under the Political Reform Act, if applicable. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.13 Participation in Meetings by Teleconference. Trustees may participate in a meeting of the Board through the use of teleconference telephone, electronic video communication, or similar communications equipment, so long as all Trustees participating in such meeting can communicate with all of the other Trustees concurrently and all Trustees are provided the means of participating in all matters before the Board.

At all times that the corporation has a valid charter to operate a charter school, a meeting related to charter school activities in which a Trustee will participate by teleconference must also be noticed and conducted in compliance with Section 54953(b) of the Brown Act and the Charter School Act, including without limitation the following:

(a) At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the charter school's jurisdiction;

(b) All votes taken during a teleconference meeting shall be by roll call;

(c) Agendas shall be posted at all teleconference locations with each location identified in the notice and agenda of the meeting;

(d) All locations where a member of the Board participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;

(e) Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board directly at each teleconference location; and

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

As an alternative to the requirements of Section 54953(b) of the Brown Act described above, the corporation may also provide for a Trustee to participate by teleconference in a Board meeting related to charter school activities pursuant to Section 54953(e) or Section 54953(f), if applicable.

Section 6.14 Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs 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 the lack of notice to such Trustee prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.15 Adjournment. A majority of the Trustees 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 Trustees who were not present at the time of the adjournment.

Section 6.16 Fees and Compensation. Trustees shall serve without compensation for their service. The Board may approve the reimbursement of a Trustee's actual and necessary expenses incurred when conducting the corporation's business. The corporation may carry

liability insurance respecting the conduct of the corporation's business by the Trustees.

Section 6.17 Restriction of Interested Persons as Trustees. No persons serving on the Board may be interested persons, except in the case of the Chief Executive Officer of Schools position pursuant to Education Code Section 47604.1(d). 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 Trustee as Trustee; 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. The Board may adopt other policies circumscribing potential conflicts of interest.

ARTICLE VII OFFICERS

Section 7.01 Required Officers. The officers of the corporation shall be a President (who may also be referred to as the Chief Executive Officer), a Secretary, and a Treasurer (who may also be referred to as the Chief Financial Officer).

Section 7.02 Permitted Officers. The corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Chairs, one or more Vice Presidents, and such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 7.03 Duplication of Office Holders. Any number of offices may be held by the same person, except the Secretary and the Treasurer/ Chief Financial Officer may not serve concurrently as the President/ CEO or Chairperson of the Board.

Section 7.04 Election of Officers. The corporation's officers shall be elected by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 7.05 Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.06 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 7.07 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 that such vacancies shall be filled as they occur.

Section 7.08 President/CEO. The corporation shall have a President. The President shall be the general manager and chief executive officer of the corporation, and, subject to the control of the Board and his or her contract of employment, shall generally supervise, direct, and control the activities, affairs, and officers of the corporation; shall see that all resolutions of the Board are carried into effect; and shall perform any and all other duties assigned by the Board.

Section 7.09 Board Chair. The Board may elect one Trustee to serve as Chair of the Board. He or she shall preside at the Board of Trustees' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time, such as developing the meeting agenda in conjunction with the President/CEO. In the absence of the Chair, a Board designee shall conduct meetings.

Section 7.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may direct, a book of minutes of all meetings and actions of Trustees and any committees thereof, with the time and place of holding, whether annual or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Trustees and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Trustees promptly after the meetings. The Secretary shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer/ Chief Financial Officer. The Secretary shall also have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.11 Treasurer/ Chief Financial Officer. The Treasurer/ Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Trustee. The Treasurer/ Chief Financial Officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated from time to time by the Board; disburse the funds of the corporation as may be ordered by the Board; and shall render to the President/ CEO and Trustees, upon request, an account of all transactions and of the corporation's financial condition. The Treasurer/ Chief Financial Officer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Treasurer/ Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.12 Compensation of Officers. Subject to Section 6.16 (Fees and Compensation), the salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers are appointed by the President/ CEO, the President/ CEO shall also have the authority to fix such officers' salaries, if any, subject to the Board's review as ultimate authority over all expenditures in the budget approval process. In all cases, any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation.

ARTICLE XIII COMMITTEES

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Trustees to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- (a) Final action on any matter that, by law, requires approval of all of the Trustees or a majority of all of the Trustees;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation, if any, of the Trustees for serving on the Board or on any committee;
- (d) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees having the authority of the Board; and

(g) The expenditure of corporate funds to support a nominee for Trustee.

Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Trustees then in office. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee.

Section 8.02 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 Brown Act and provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. At all times that the corporation has a valid charter to operate a charter school, meetings of committees related to charter school activities shall be conducted in accordance with the Brown Act. 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, if applicable. 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. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 8.03 Revocation of Delegated Authority to Board Committees. 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 numbers of its members, and may fill vacancies therein from the members of the Board.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its Trustees, 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” shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Board of Trustees by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of

Trustees 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 Trustees shall authorize indemnification.

Section 9.02 Other Indemnification. No provision made by the corporation to indemnify its Trustees or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Trustees, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Trustees and officers may be entitled by contract or otherwise.

Section 9.03 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising from the officer's, Trustee's, employee's, or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 10.01 Maintenance of Corporate Records. The corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law. All such records shall be kept at the corporation's principal executive office, or if its principal executive office is outside the State of California, at its principal office in this state.

Section 10.02 Inspection. Every Trustee shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection by a Trustee may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. 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. The inspection may be made in person or by the Trustee'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. Upon leaving office, each officer or agent of the corporation shall turn over to his or her successor of the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts, or other property of the corporation as have been in the custody of such officer or agent during his or her term of office.

Section 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Trustee and any other persons as may be designated by the Board, a report containing the following information in reasonable detail:

(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.

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

Section 10.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Trustees, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and deliver to each Trustee any information required by Corporations Code Section 6322 with respect to the preceding year.

Section 10.05 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

Section 10.06 Deposit of Funds. All funds of the corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Trustees from time to time may determine.

Section 10.07 Checks and Notes. All checks, drafts, endorsements, notes and evidence of indebtedness of the corporation shall be signed by such officers or agents of the corporation and in such manner as the Board of Trustees from time to time may determine. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board of Trustees from time to time may determine.

Section 10.08 Loans. No loans or advances shall be contracted on behalf of the corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Trustees. Any such authorization shall related to specific transactions, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the corporation.

Section 10.09 Contracts. Subject to provisions of applicable law, any note, mortgage, evidence or indebtedness, contract, conveyance, or other instrument in writing any any assignment or endorsement thereof executed or entered into between the corporation and any other person or entity, when signed by the Chair of the Board, The Vice Chair, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasure or any Assistant Treasurer, of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the person or entity that the signing 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 of authority to bind the corporation by any contract or engagement of to pledge its credit of to render it liable for any purpose of amount. The board may, by resolution duly adopted, authorize one or more of the officers, agents, and employees of the corporation to enter into signed contracts and instruments on behalf of the corporation.

ARTICLE XI OTHER PROVISIONS

Section 11.01 Validity of Instruments. 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 the President/ CEO, Vice-President(s), the Chair of the Board, Vice-Chair(s), Secretary or Treasurer/ Chief Financial Officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) 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 11.02 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit 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, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 11.03 Fiscal Year. The fiscal year of the corporation shall end on the last day of June of each year.

ARTICLE XII AMENDMENT OF BYLAWS

Section 12.01 Bylaw Amendments. The Board may adopt, amend, or repeal these Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Trustees then in office.

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CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of The Foundation for Hispanic Education, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation that were duly adopted by the corporation’s Board of Trustees on December 6, 2023.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on December 6, 2023.



Secretary, The Foundation for Hispanic Education