

Youth Policy Institute Charter Schools (YPICS)

Regular Board Meeting

Date and Time

Monday October 21, 2019 at 6:00 PM PDT

Location

Monseñor Oscar Romero Charter School - 2670 W. 11th Street, Los Angeles CA 90006, Room C113

Meeting Call In Number: (605) 313-5086, Access# 1004153.

Board Member calling in from: 17037 Chatsworth St., Granada Hills, CA 91344

Agenda

	Purpose	Presenter	Time
I. Opening Items			6:00 PM
Opening Items			
A. Record Attendance and Guests		Yesenia Zubia	1 m
B. Call the Meeting to Order		Mary Keipp	
C. Flag Salute			1 m
D. Additions/Corrections to Agenda		Mary Keipp	1 m
II. Communications			6:03 PM
Academic Excellence			
A. Presentations from the Public	FYI	Mary Keipp	5 m

Any persons present desiring to address the Board of Trustees on any proper matter.

Purpose Presenter Time

The YPI Charter Public Schools ("Charter Schools") welcome your participation at the Charter Schools' Board meetings. The purpose of a public meeting of the Board of Trustees ("Board") is to conduct the affairs of the Charter Schools in public. Your participation assures us of continuing community interest in our Charter Schools. To assist you in the case of speaking/participating in our meetings, the following guidelines are provided:

Agenda Items: No individual presentation shall be more than five (5) minutes and total time for this purpose shall not exceed thirty (30) minutes per agenda item.

Non-Agenda Items: No individual presentation shall be for more than three (3) minutes and total time shall not exceed fifteen (15) minutes.

When addressing the Board, speakers are requested to state their name and address from the podium and adhere to the time limits set forth.

Ordinarily, Board Members will not respond to presentations and no action can be taken. However, the board may give direction to staff following a presentation.

Any public records relating to an agenda item for an open session of the Board which are distributed to all of the Board members shall be available for public inspection at 2670 W 11th Street, Los Angeles, California 90006, 12513 Gain Street, Pacoima, CA 91331, 9400 Remick Avenue, Pacoima, California 91331 and 10660 White Oak Avenue, Granada Hills, CA 91344.

Americans with Disabilities

YPI Charter Schools, Inc. adheres to the Americans with Disabilities Act. Should you require special accommodations, or more information about accessibility, please contact us at least 48 hours in advance at (818) 834-5805, (213) 413-9600 or (818) 480-6810 or at info@coronacharter.org, info@romerocharter.org. All efforts will be made for reasonable accommodations.

III. Consent Agenda Items

6:08 PM

Audit

A. Background

FYI

All matters listed under the consent agenda are considered by the Board to be routine and will be approved/ enacted by the Board in one motion in the form listed below. Unless specifically requested by a Board Member for further discussion or removed from the agenda, there will be no discussion of these items prior to the Board's vote on them. The Executive Director recommends approval of all consent agenda items.

B. Consent Items

Vote

Yvette King-Berg

5 m

There are no consent agenda items.

	Purpose	Presenter	Time
IV. Items Scheduled For Action			6:13 PM
A. Recommendation from the Ad Hoc Board Selection Committee to Appoint Treasurer and Vice-Chairman	Vote	Mary Keipp	5 m
B. Recommendation for Board to Nominate Walter Wallace to Ad Hoc Finance Committee	Vote	Mary Keipp	5 m
C. Recommendation for YPICS to Operate Gear Up Grants 1 and 2	Vote	Yvette King-Berg	5 m
D. Recommendation to Receive ASES Grant Funds from CDE September 2019 GAN	Vote	Yvette King-Berg	5 m
E. Recommendation for YPICS to operate YPICS ASES and 21st Century Grants	Vote	Ruben Duenas	5 m
F. Recommendation to Approve Removal of YPI in Board Bylaws and Articles of Incorporation	Vote	Yvette King-Berg	5 m

Administrative Change in Governance Structure: Recommendation to approve updating Board By-laws and Articles of Incorporation to remove YPI is the sole-statutory member of the YPI Charter Schools, Inc.

V. Closed Session			6:43 PM
A. Closed Session -Anticipated Litigation	Discuss	Mary Keipp	15 m

The Board will now move into Closed Session.

CONFERENCE WITH LEGAL COUNSEL--ANTICIPATED LITIGATION
 Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9

VI. Open Session			6:58 PM
A. Action Taken	FYI	Mary Keipp	5 m

The Board President will announce if any action was taken in Closed Session.

VII. Items Scheduled For Information

	Purpose	Presenter	Time
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VIII. Closing Items

A. Adjourn Meeting

Vote

IX. Announcements

7:03 PM

A. Closing Announcements

FYI

Yvette
King-
Berg

2 m

1.) The next Board Meeting is Monday, October 28, 2019.

1.) All schools completed parent conferences last week.

Coversheet

Recommendation for Board to Nominate Walter Wallace to Ad Hoc Finance Committee

Section: IV. Items Scheduled For Action
Item: B. Recommendation for Board to Nominate Walter Wallace to Ad Hoc Finance Committee
Purpose: Vote
Submitted by:
Related Material: Walter Wallace Resume.pdf

WALTER R WALLACE
3929 Hibbert Court
Simi Valley, California 93063
(805) 796-6383
walter.r.wallace@gmail.com
January 10, 2019

SUMMARY OF QUALIFICATIONS

Retired Chief Business Official with thirty-six years of experience in all areas of school district, charter school, and county office of education business operation, fund accounting, and financial management of government entities and non-profits. Active consultant on school finance for several clients in the Western United States.

EDUCATION

Master of Business Administration, Western Michigan University, Kalamazoo; concentration in finance.
Bachelor of Science, University of Tennessee, Knoxville

EXPERIENCE

2015 – present

SCHOOL BUSINESS CONSULTANT, PRINCIPAL
Wallace Consulting, Simi Valley, California

Financial management support to charter schools and charter school related organizations.

2003 - 2014

CHIEF BUSINESS OFFICER
Granada Hills Charter High School (9-12: 4,300) Granada Hills, California

Directed the business operations of the largest charter school in the nation with an operating budget of \$42 million. Guided business development in the school's transition from district high school to independent tax-exempt charter school. Responsible for all business activities, including budget, accounting, financial reporting, banking and investments, insurance and tax-related matters in supporting the mission of the school.

2002 - 2003

ADMINISTRATOR, SCHOOL FISCAL SERVICES
Solano County Office of Education, Fairfield, California

Managed Internal Business Services, including accounting, budget, payroll/employee benefits, and financial reporting. Previously, managed the External Business Services and Auditor-Controller activities for six unified school districts, a community college, and the county office of education. Greatly improved relationships with local district business officials. Improved training and skills of current staff to prepare for financial system conversion.

2000 - 2002

ASSISTANT SUPERINTENDENT, ADMINISTRATIVE SERVICES
Albany Unified School District (K-12 3,000), Albany, California

As Chief Business Official, directed the business operations of the District with emphasis on construction of a new high school, implementation of budget development and long-range planning, settlement of contract renewals with two employee units and completion through the fact finding process for a third unit, improved support to site administrators, and improved financial reporting to the Board and community.

Walter R Wallace

- 1998 - 2000 DIRECTOR, INTERNAL BUSINESS
San Bernardino County Office of Education, San Bernardino, California

Directed the internal fiscal operation of this intermediate educational unit with emphasis on budget development and monitoring, external contracts, payroll, accounting, accounts receivable and payable, risk management, and fiscal policy and procedures review and development.
- 1997- 1998 DIRECTOR, FISCAL SERVICES
San Bernardino City USD (K-12 47,000), San Bernardino, California
- 1993 - 1997 MANAGER FISCAL SERVICES
Chino Valley Unified School District (K-12 30,000), Chino, California
- 1991 - 1993 DIRECTOR OF ACCOUNTING
Western University of Health Sciences, Pomona, California
- 1990 - 1991 DIRECTOR OF BUSINESS
Affton School District (K-12 2,500), St. Louis County, Missouri
- 1985 - 1990 EXECUTIVE DIRECTOR, BUDGET
St. Louis Public Schools (K-12 45,000), St. Louis, Missouri
- 1978 - 1985 ASSISTANT BUSINESS MANAGER
Battle Creek Public Schools (K-12 10,000), Battle Creek, Michigan

PROFESSIONAL AFFILIATION

- 2016 – present FCPS Public School Employee Retirement Healthcare Benefits Trust – Board Chair
- 2012 – present FENTON CHARTER PUBLIC SCHOOLS (FCPS) – Board Member of this tax exempt, multi-school organization. Member of Finance Committee.
- 2009 – present GRANADA HILLS CHARTER HIGH SCHOOL EDUCATION FOUNDATION
Treasurer 2009-14; Financial Manager 2015 – present. Tax exempt supporting organization.
- 2007 – present CHARTER LIFE
ERISA trust providing health insurance coverage to over 2,500 charter school employees and family members throughout California; Chair, Board of Directors.
- 2006 – present CHARTER SAFE
California Charter Schools Insurance JPA, a California government organization providing property/casualty and workers’ compensation insurance to over 600 charter schools throughout California; Chair, Board of Directors.

Coversheet

Recommendation to Approve Removal of YPI in Board Bylaws and Articles of Incorporation

Section: IV. Items Scheduled For Action
Item: F. Recommendation to Approve Removal of YPI in Board Bylaws and Articles of Incorporation
Purpose: Vote
Submitted by:
Related Material: 19 10 15 YPICS Bylaws Sole Member Removed.pdf
19 10 15 Written Notice re Termination of Membership (KR).pdf
19 10 14 Restated Articles of Incorporation (KR).pdf
YPI Resolution_YPICS Bylaws Amendment.docx

BYLAWS

YPI CHARTER SCHOOLS, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of California as the Board of Trustees (herein called the “Board”) shall determine. The Board is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. TRUSTEES

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. References to the “Board of Trustees” and “Trustees” shall mean the “Board of Directors” and the “Directors”, respectively, for purposes of California law. The Board may delegate the management of the activities of the corporation to any person or persons, a 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix the compensation of non-Trustee officers, agents, and employees, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Board.

(b) To make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Bylaws.

(c) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities therefore.

Section 2. Number of Trustees. The authorized number of trustees shall consist of no less than three (3) and no more than twenty-five (25) trustees. The specific number shall be determined by the trustees from time to time. No reduction of the authorized number of trustees shall have the effect of shortening the term of any incumbent trustee. All trustees, except for the representative designated by the charter authorizer, shall be appointed by the existing Board of Trustees.

Section 3. Corporation without Members. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

Section 4. Terms. Each trustee shall hold office unless otherwise removed from office in accordance with these bylaws for a term of two (2) years and until a successor has been elected and qualified.

Section 5. 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, 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 designated before such time, to take office when the resignation becomes effective.

Section 6. Removal. Any trustee, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). 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. Any vacancy caused by the removal of a trustee shall be filled as provided in Section 7.

Section 7. Vacancies Filled by Board. Vacancies on the Board of Trustees, except for the representative appointed by the charter authorizer, may be filled by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by (a) the affirmative vote of a majority of the trustees then in office at a regular or special meeting of the Board, or (b) a sole remaining trustee. A vacancy in the seat of the representative of the charter authorizer shall be filled by the charter authorizer.

Section 8. Interested Trustees. Interested persons will not serve as a trustee. An "interested person" is (1) any person being 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 (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person.

Section 9. Place of Meeting. Regular or special meetings of the Board shall be

conducted within the jurisdictional boundaries of LAUSD. A two-way teleconference location shall be established at each schoolsite.

Section 10. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board. The agenda of the regular meeting shall adhere to the Brown Act.

Section 11. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or a majority of the trustees, with at least 24 hours advance notice of the meeting. The agenda of the special meeting shall also be posted at least 24 hours in advance and shall specify the time, location 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 and the agenda shall be posted in a location that is freely accessible to members of the public.

Notice of the time and place of special meetings of the Board shall be given or delivered personally to each trustee, or sent to each trustee by first-class mail or by other form of written or electronic communication at least twenty-four (24) hours before the meeting if personal delivery is made or if an electronic medium is used, and at least four (4) days before the meeting if the mail is used. Such notice may be written or (if delivered by telephone or personally) oral. Written notice shall be addressed or delivered to each trustee at his or her address as it is shown upon the records of the corporation, or as may have been given to the corporation by the trustee for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the trustees are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. 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, prior thereto or at its commencement, the lack of notice to such trustee. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. A majority of trustees then in office shall constitute a quorum. All acts or decisions of the Board of Trustees will be by majority vote of the trustees in attendance, based upon the presence of a quorum. Should there be less than a majority of the trustees present at the inception of any meeting, the meeting shall be adjourned. Trustees may

not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 14. Voting on Special Matters. Notwithstanding any other provision of these Bylaws, an affirmative vote by no less than 3/4 of the trustees then in office shall be required to act upon the following matters:

- (a) Amending the Bylaws or Articles of Incorporation;
- (b) Establishing or changing the number of Trustees;
- (c) Adopting, revising or amending any mission statement of the corporation.

Section 15. Participation in Meetings by Conference Telephone. Members of the Board 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 Trustees shall participate in the teleconference meeting from locations within the boundaries of the granting agency in which the Corporation operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Trustees 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 Trustees 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 Trustees 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.²

¹ This means that members of the Board of Trustees 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.

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

Section 16. Adjournment. A majority of the trustees present, whether or not a quorum is present, may adjourn any trustees' meeting to another time and place. Notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the trustees who were not present at the time of adjournment, and to the public in the manner prescribed by the Brown Act.

Section 17. Rights of Inspection. Every trustee shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation, 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. 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.

Section 18. Committees. The Board may designate and appoint one or more committees, each consisting of two (2) or more trustees and no one who is not a trustee, to serve at the pleasure of the Board. The Board of Trustees may delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The amendment or repeal of bylaws or the adoption of new bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of committees of the Board or the members thereof.

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of trustees then in office, and such committee may be designated by any name the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 19. Nominating Committee. The Nominating Committee shall be composed of the members of the Executive Committee and any other persons appointed by the Executive Committee to serve on the Nominating Committee, and the President shall chair the Nominating Committee. Prior to the meeting of the Board at which trustees and officers are to be elected, the chair of the nominating committee shall solicit suggestions from interested parties for candidates

to stand for election as trustees and officers of the corporation. The chair of the Nominating Committee shall then prepare a slate of nominees which shall be mailed to the trustees at least thirty (30) days before the date of the meeting at which the election shall be held. Additional nominees shall be added to the slate if a nominee is sponsored by more than seven (7) of the trustees not less than ten (10) days before the meeting.

Section 20. Compensation. Trustees and members of committees shall not receive any compensation for their services but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.

ARTICLE III. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the President or Chairman of the Board.

Section 2. Permitted Officers. The Board may choose a Chairman of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected annually by the Board at a regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. President. Subject to the control of the Board, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the corporation has no Chairman of the Board, then the President shall preside at all meetings of the Board. The President shall hold office for a term of two (2) years and until a successor has been elected and qualified. A President may succeed himself in office.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all

meetings of the Board and its committees. 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 trustees present at Board of Trustees and committee meetings; and the vote or abstention of each Board member present for each action taken. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the trustees of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the trustees, 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 delegated by the Board.

ARTICLE IV. INDEMNIFICATION

The corporation shall have the power to indemnify trustees, officers, employees and agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

ARTICLE V. REPORTS

The corporation shall furnish to all of the trustees annually a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the preceding fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the preceding fiscal year.

5. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The report required by this Article 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 reports were prepared without audit from the books and records of the corporation.

ARTICLE VI. NONDISCRIMINATION POLICY

All schools operated by the corporation admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the schools. They do not discriminate on the basis of race, color, national and ethnic origin in administration of their educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE VII. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the trustees and such other persons as required by law, at all reasonable times during office hours.

Section 2. 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 the Chairman of the Board, the President, or any Vice President and the Secretary or Treasurer or any Assistant Secretary or Treasurer 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 or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

ARTICLE VIII. CONTRACTS WITH TRUSTEES

Section 1. Contracts with Trustees. The Corporation shall not enter into a contract or transaction in which a trustee directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's trustees are trustees and have a material financial interest).

ARTICLE IX. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. Contracts with Non-Trustee Designated Employees. The Corporation shall not enter into a contract or transaction in which a non-trustee 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 Corporation's Conflict of Interest Code have been fulfilled.

ARTICLE X. BYLAW AMENDMENTS

Section 1. Bylaw Amendments. The Board of Trustees may adopt, amend or repeal any of these bylaws by a majority vote of the trustees present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these bylaws inconsistent with such charter, the Corporation's articles of incorporation, or any laws.

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting Secretary of YPI Charter Schools, a California nonprofit public benefit corporation; that these bylaws, consisting of 9 pages, are the bylaws of this corporation as amended on _____.

Executed on _____, _____ at Los Angeles, California.

Sandra Mendoza, Secretary

NOTICE TO YOUTH POLICY INSTITUTE, INC. PURSUANT TO
CALIFORNIA CORPORATIONS CODE SECTION 5342

Notice Date: **Tuesday, October 15, 2019**

Pursuant to California Corporations Code section 5342 please be advised that revisions to the Bylaws of YPI Charter Schools, Inc. have been proposed for consideration and approval of Youth Policy Institute, Inc. The approval of the Bylaws shall affect YPI Charter Schools, Inc. and Youth Policy Institute, Inc. by eliminating all members and therefore terminating the sole statutory member, Youth Policy Institute, Inc.

**RESTATED ARTICLES OF INCORPORATION
OF
YPI CHARTER SCHOOLS, INC.**

The undersigned certify that:

1. They are the President and the Secretary of YPI Charter Schools, Inc., a California nonprofit public benefit corporation (the “Corporation”).
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

I.

The name of the Corporation is YPI Charter Schools, Inc.

II.

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to create, manage, operate, guide, direct and promote one or more public charter schools, including, but not limited to, Bert Corona Charter School, Monseñor Oscar Romero Charter School, and Bert Corona Charter High School.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, 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) by 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.

III.

All corporate property is irrevocably dedicated to the purposes set forth in the second article above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its

directors, members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II.

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Subject to the provisions of the nonprofit public benefit provisions of the Nonprofit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

IV.

The Corporation shall have no members.

V.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

3. The foregoing amendment to and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment to and restatement of the Articles of Incorporation has been duly approved by the Corporation's sole member.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated:

Mary Keipp, President

Sandra Mendoza, Secretary

**YOUTH POLICY INSTITUTE, INC.
RESOLUTION OF THE
BOARD OF DIRECTORS**

WHEREAS, YPI Charter Schools, Inc. (“YPICS”) is a California nonprofit public benefit corporation;

WHEREAS, Youth Policy Institute, Inc. (the “Corporation”), a District of Columbia corporation, is the sole statutory member of the Corporation;

WHEREAS, YPICS has provided written notice to the Corporation, pursuant to California Corporations Code section 5342, that it intends to eliminate the sole statutory membership structure by amending its Articles of Incorporation (attached as Exhibit “A”) and Bylaws (attached as Exhibit “B”). Specifically, Article IV of the Restated Articles of Incorporation states, “The Corporation shall have no members.” Additionally, Article II, Section 3 of the proposed Bylaws, provides, “The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.”

WHEREAS, California Corporations Code section 5342 requires that an amendment to the Articles of Incorporation or Bylaws terminating all memberships be approved by the member; and

WHEREAS, California Corporations Code section 5342 also requires that written notice be provided to the member not less than 45 days nor more than 90 days prior to any vote by the member on the amendment and that this notice describe the effect of the amendment on YPICS and the member.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby affirms receipt of written notice of YPICS’ intent to amend YPICS’ Articles of Incorporation and Bylaws and hereby waives the 45-day notice requirement set forth in California Corporations Code section 5432.

BE IT FURTHER RESOLVED, that the Corporation hereby approves of the Restated Articles of Incorporation and Bylaws, as amended, eliminating the sole statutory membership structure.

Attested to this the ____ day of _____ 2019.

Brenda Freiberg, Secretary