17

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
A Limited Liability Partnership
Including Professional Corporations
ORI KATZ, State Bar No. 209561
Four Embarcadero Center, 17th Floor
San Francisco, California 94111-4109
Telephone: (415) 434-9100
Facsimile: (415) 434-3947
Email: okatz@sheppard.com

AMANDA L. COTTRELL, Cal. Bar No. 360215
2200 Ross Avenue, Floor 20
Dallas, TX 75201
Telephone: 469.391.7400; Fax: 469.391.7401
Email: acottrell@sheppard.com

Proposed Counsel for Debtor and Debtor in Possession

UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA, SACRAMENTO DIVISION

In re Highlands Community Charter and Technical Schools, Debtor and Debtor in Possession.	Case No. 26-25868 Chapter 11 Adv No. 26-02134 DCN: SMR-1 Hearing Information Judge: Hon. Christopher D. Jaime Date: November 10, 2026 Time: 11:00 a.m. Place: Courtroom 32, Department B 501 I Street Sacramento, California 95814
Highlands Community Charter and Technical Schools, Plaintiff, v. Twin Rivers Unified School District Board of Trustees and California State Board of Education, Defendants.	

EXHIBITS IN SUPPORT OF REPLY DECLARATION OF ORI KATZ IN SUPPORT OF MOTION FOR ORDER EXTENDING STAY TO THE REVOCATION APPEAL UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 362

26258682611040000000000005

Highlands Community Charter and Technical Schools ("HCCTS" or the "Debtor"), the above-captioned debtor and debtor-in-possession in this voluntary chapter 11 case, owns, manages and operates two adult-serving charter schools in Sacramento County: Highlands Community Charter School ("HCCS") and California Innovative Career Academy ("CICA" and, together with HCCS, the "Schools") and hereby submits the following exhibits in support of the *Reply Declaration of Ori Katz in support of Motion for Order Extending Stay to the Revocation Appeal Under Bankruptcy Code Sections 105(a) and* 362.

Exhibit	Description	Page(s)
E	Bylaws of Debtor Highlands Community Charter and Technical Schools	4-17

Dated: November 3, 2026

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

By */s/ Ori Katz*
ORI KATZ
AMANDA COTTRELL
Proposed Counsel for Highlands Community Charter and Technical School

EXHIBIT E

Bylaws

Of

Highlands Community Charter and Technical Schools

(A California Non-Profit Public Benefit Corporation)

ARTICLE I - NAME

Section 1. NAME. The name of this Corporation is the Highlands Community Charter and Technical Schools (HCCTS)

ARTICLE II - PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this Corporation is located at 1111 Howe Avenue, Suite 505, Sacramento in Sacramento County, State of California. The Board may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

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

ARTICLE III - GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this Corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

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

ARTICLE IV - CONSTRUCTION AND DEFINITION

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, and subject to the laws of the State of California as they apply to charter schools, the general provisions, rule of construction and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V - DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This Corporation's assets are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a non-profit fund, foundation, or Corporation that is organized and operated exclusively for educational, public or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) and that operates under the laws of the State of California or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VI - CORPORATIONS WITHOUT MEMBERS

Section 1. Corporations without Members. This Corporation shall have no members within the meaning of the Non-Profit Corporation Law.

ARTICLE VII - BOARD

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (also known as the "Board").

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this article, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove, at the pleasure of the Board, subject to any restrictions arising from a contract of employment, all corporate officers, agents, and employees; prescribe powers and duties for them as are

consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

2. 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.

3. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

4. Adopt and use a corporate seal; and alter the form of the seal.

5. Seek out and actively pursue outside resources and funding for the purposes of improving, maintaining, or expanding the services provided by the Corporation.

Section 3. NOMINATED DIRECTORS AND TERMS. The Corporation shall have a minimum of three (3) and maximum of eight (8) directors until a current director voluntarily resigns from the Board of Directors. Once a current director voluntarily resigns, the Corporation shall have a minimum of three (3) and a maximum of seven (7) directors. A "current director" shall be defined as a director serving on September 20, 2024. The Board shall strive to always maintain an odd-number of directors to avoid potential tie-votes. In accordance with California Education Code, any school district or county office of education that HCCTS has an approved charter school with may appoint a voting representative to sit on the Board of Directors.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board may be interested persons. An interested person is (a) any person currently 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 director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother- in-law, sister-in- law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

Section 5. DIRECTORS TERM. Each director shall hold office for three (3) years and until a successor director has been designated and qualified.

Section 6. VACANCIES. A vacancy or vacancies on the Board shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been

convicted of a serious felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3, or removal of a director pursuant to these Bylaws; (c) the increase of the authorized number of directors; and the unexcused failure of a director to attend three (3) consecutive meetings at the discretion of the Board.

Vacancies on the Board, except for a vacancies in the seat of a representative that may be designated by the chartering authority, may be filled by a simple majority of the Board at any meeting of the Board, pursuant to procedures established by the Board. A vacancy in the seat of a representative of the chartering authority may be filled by the chartering authority. A director appointed to fill a vacancy shall serve for the remainder of the unexpired term.

Section 7. REMOVAL OF DIRECTORS. Any director, except for a representative that may be designated by the chartering authority, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors 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 chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority. Any vacancy caused by the removal of a director shall be filled as provided in Section 6.

Section 8. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 10. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any director(s) being removed before his or her term of office expires.

Section 11. PLACE OF BOARD MEETINGS. Meetings shall be held at 1333 Grand Ave., Sacramento, CA 95838, unless the Board of Directors designates another location in accordance with these Bylaws. The Board may designate

that a meeting be held at any place within the physical boundaries of the county in which the greatest number of pupils who are enrolled in the charter schools operated by the Corporation reside. A two-way teleconference location shall be established at each school site and each resource center. All meetings of the Board shall be called, held and conducted in accordance with the terms and provisions of the Brown Act and Education section 47604.1.

Section 12. TELECONFERENCE MEETINGS[1]. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the greatest number of pupils who are enrolled in the charter schools operated by the Corporation reside;

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

c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;

d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public, shall be listed on the agenda, and members of the public shall be provided with an opportunity to address the Board of Directors directly at each teleconference location;[2]

e. Members of the public must be able to hear what is said during the meeting; and

f. Members of the public attending a meeting conducted via teleconference need not give their name as a condition to attendance at the meeting.[3]

Section 13. ANNUAL AND REGULAR MEETINGS. Regular meetings of the Board shall be held as designated by the Board.

The Board shall hold an annual meeting for purposes of organization, election

[1] Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e) or 54953(f).

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

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

of officers, adoption of the regular Board meeting schedule, and transaction of other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act. The regular Board meeting schedule adopted at the annual Board meeting may be revised as necessary by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. The Chair and the President shall have the authority to reschedule a regular meeting as necessary to establish a quorum of directors.

Section 14. AUTHORITY TO CALL SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, if any, or a majority of the Board of Directors. If a Chair has not been elected then the Vice-Chair is authorized to call a special meeting in place of the Chair. The party calling a special meeting shall determine the place, date, and time thereof.

Section 15. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting in compliance with Corporations Code section 5211.

The notice of special meeting shall state the time of the meeting, the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 16. QUORUM. A majority of the directors then in office shall constitute a quorum for the transaction of any business. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of certain transactions between Corporations having common directorships, (b) creation of and appointments to committees of the Board, and (c) indemnification of directors. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 17. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the

manner prescribed by the Brown Act.

Section 18. COMPENSATION AND REIMBURSEMENT. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted, and as allowed by law and regulation.

Section 19. CREATION OF POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of directors or by the President. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall not have the authority of the Board and shall serve in an advisory capacity only.

Section 20. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 21. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

ARTICLE VIII - OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a Chair of the Board, a President, a Secretary, and a Treasurer. The Corporation, at the Board's direction, may also appoint such other officers as may be deemed necessary, under Article VIII, Section 4 of these Bylaws. All officers shall report to and serve at the pleasure of the Board. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

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

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

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any officer may be removed by any other officer on whom the Board confers the power of removal, subject to Board approval.

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

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIR OF THE BOARD. Subject to the supervisory powers and control of the Board, the Chair shall preside at all board meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If a Chair of the Board of Directors is elected, there shall also be a Vice-Chair. In the absence of the Chair, the Vice-Chair shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 9. PRESIDENT. The President, also known as the Executive Director, shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the Bylaws may require.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized; the notice given; the names of the directors present at Board and committee meetings; and the vote or abstention of each Board member present for each action taken. The Secretary

shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board that these Bylaws and applicable law or regulation require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 11. TREASURER. The Treasurer, or designee as approved by the Board, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer, or designee, shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President, Chairman, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board, contract, job specification, or the Bylaws may require.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office. The Treasurer, or designee, shall, unless otherwise designated by the Board, represent the Corporation at any and all audits of its affairs.

ARTICLE IX - CONTRACTS WITH DIRECTORS AND OFFICERS

Section 1. CONTRACTS WITH DIRECTORS AND OFFICERS. The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material interest).

ARTICLE X- CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

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

ARTICLE XI – LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XII - INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other person described in Corporations Code section 5238(a), including person formerly occupying any such positions, against all expenses, judgements, fines, paying any such positions, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. Expenses, as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c) the Board 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 shall authorize indemnification.

ARTICLE XIII - INSURANCE

Section 1. INSURANCE. This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, directors, employee, or agent in such capacity of arising from the officer's, director's, employee's, or agent's status on such.

ARTICLE XIV – MAINTENANCE OF CORPORATE RECORDS

Section 1. 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; and

c) Such reports and records as required by law.

ARTICLE XV – INSPECTION RIGHTS

Section 1. DIRECTORS' RIGHT TO INSPECT. Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law pertaining to access to books, records, and documents.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This Corporation shall keep at its principal California office the original or a copy of the Article of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE XVI – REQUIRED REPORTS

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

a) The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year or other applicable term;

b) The principal changes in assets and liabilities, including trust funds;

c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

d) The Corporation's expenses or disbursement for both general and restricted purposes;

e) Any information required under these Bylaws; and

f) As required by law or sound business practice, an independent accountants' report or, if none, the certificate of an authorized officers of the Corporation that such statements were prepared without audit from the Corporation's books and records.

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

ARTICLE XVII – BYLAWS AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment may change, in any substantive manner, any provisions of any charter granted to the Corporation to operate a charter school, or of a related contract or MOU related to the charter entered into with the granting authority.

ARTICLE XVIII – FISCAL YEAR

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

Docusign Envelope ID: D23477DE-8C11-4B59-8EAB-6F30A23518CD

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Highlands Community Charter and Technical Schools, a California non-profit public benefit Corporation; that these Bylaws, consisting of 12 pages, are the Bylaws of this Corporation as amended by the Board on December 5, 2024.

Executed at Sacramento, California

Date: 12/06/24

Name: Matt Powers

DocuSigned by:
DDDF900260014ED...

4883-9124-2485, v. 9

HIGHLANDS
COMMUNITY CHARTER AND TECHNICAL SCHOOLS

ARTICLE VII - BOARD

Section 3. NOMINATED DIRECTORS AND TERMS. The Corporation shall have a minimum of three (3) and maximum of ~~eight (8) directors until a current director voluntarily resigns from the Board of Directors. Once a current director voluntarily resigns, the Corporation shall have a minimum of three (3) and a maximum of~~ seven (7) directors. ~~A "current director" shall be defined as a director serving on September 20, 2024.~~ The Board shall strive to always maintain an odd-number of directors to avoid potential tie-votes. In accordance with California Education Code, any school district or county office of education that HCCTS has an approved charter school with may appoint a voting representative to sit on the Board of Directors.

Amended: May 15, 2025