

**BYLAWS
OF SEMILLAS SOCIEDAD CIVIL
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

I. ARTICLES OF INCORPORATION

The name, location of principal office, and purposes of Semillas Sociedad Civil (“Semillas”) shall be as set forth in the Articles of Incorporation. These By-Laws, the powers of Semillas and of its Council of Trustees and Officers, and all matters concerning the conduct and regulation of the business of Semillas, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation; and the Articles of Incorporation is hereby made apart of these By-Laws. All references in these By-Laws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of Semillas as from time to time amended.

II. MEMBERSHIP

Semillas shall have no members. The Council of Trustees shall take any and all decisions, actions and votes required or permitted to be taken by Members under the appropriate California legal codes. Any such decision, action or vote so taken shall be taken by decision, action or vote of the same percentage or number of Trustees of Semillas as would be required of Members so deciding, acting or voting. References to Members in these By-Laws shall refer to the Council of Trustees so acting or voting.

III. SPONSORS, BENEFACTORS, CONTRIBUTORS, FRIENDS, ADVISERS, COLLABORATORS OF SEMILLAS

The Trustees may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of Semillas or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

IV. COUNCIL OF TRUSTEES

Note: Decisions will be made through consensus, that is to say, that all concerns and disagreements should be fully dealt with in order to arrive at a collective agreement. When a consensus cannot be reached, the Council President will declare *State of Disaccord*. When a *State of Disaccord* is declared, a vote by show of hands will be held on the issue. For all matters, the Council of Trustees, its Committees, and Assemblies, will make decisions in the following manner:

- Step One: Identify Issue;
- Step Two: General Discussion;
- Step Three: Proposals are generated;
- Step Four: Discussion of Proposals;
- Step Five: Address Concerns
- Step Six: *Vote if Needed*

All references to "consensus" in this document shall refer to the aforescribed process in its entirety.

1. Number, Qualifications and Selection of Trustees.

- A. The Council of Trustees shall consist of not more than thirteen members. A majority of the Trustees shall be residents of the State of California.

- B. The initial Council of Trustees shall be appointed by the Incorporator and shall hold office until the first annual meeting of the Council of Trustees.

- C. At least two Trustees shall be parents of a student then attending a Semillas' school. At least two Trustees shall be teachers of a Semillas' school and shall serve as non-voting members.

- D. The executive director shall serve as a non-voting, ex-officio member of the Council of Trustees for the extent of his/her tenure with the organization.

- E. Trustees will serve two-year terms, with no term limits. These terms will be staggered so that at least 50% serve three years for the first term, then all will serve two-year terms thereafter. Trustees shall be selected by consensus at the annual meeting of the Trustees and each Trustee shall serve until the second succeeding annual meeting of the Trustees or special meeting in lieu thereof, and until his/her successor is duly selected, or until he/she sooner dies, resigns, or is removed. Notwithstanding any other provision of these By-Laws, the Council may not be constituted in a manner, which would violate any California or Federal legal codes, as from time to time amended.

2. Vacancies. Vacancies can be filled at any time. Vacancies created by the death, removal or resignation of one or more Trustees, or otherwise, may be filled by consensus or the affirmative vote of a majority of the Trustees remaining in office, even if a quorum is not present when such a decision or vote is taken. Any member of the Council of Trustees can nominate candidates for these vacancies.

3. Powers.

- A. The management of the affairs of Semillas shall be vested in and exercised by the Council of Trustees, who shall pursue such policies and principles as shall be in accordance with law, the provisions of the Articles of Incorporation and these By-Laws.

B. The Council of Trustees shall be considered as having the powers of Trustees in accordance with the provisions of the California legal code. These powers shall also include the powers to:

i. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; to fix their compensation; and to require security from them for faithful service;

ii. 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;

iii. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;

iv. To borrow money and incur indebtedness for the purposes 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, hypothecations and other evidences of debt and securities therefore;

v. To carry on a business and apply any revenues in excess of expenses that results from the business activity to any activity in which it may lawfully engage;

vi. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;

vii. 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;

viii. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and,

ix. To carry out such other duties as are described in the Charter of Academia Semillas del Pueblo Xinaxcalmecac, as approved by the Los Angeles Unified School District, and the Charter of Anahuacalmecac International University Preparatory High School of North America.

C. To the extent permitted by law, the Council of Trustees may, by general resolution, delegate to officers of Semillas such powers as they may see fit.

4. Expenses. The Council of Trustees may be reimbursed for expenses incurred in the performance of their duties.

5. Resignation of Trustees. Any Trustee may resign from the Council by delivering a written resignation to the President, the Secretary, or to a meeting of the Council of Trustees.

6. Removals. The Board of Trustees may, by consensus or affirmative vote of a majority of the Trustees in office, remove any Trustee from office with or without cause and shall remove any Trustee who no longer meets election or selection criteria set forth in the Articles of Incorporation and/or these By-Laws.

7. Meetings of the Board of Trustees.

A. An annual meeting of the Council of Trustees to reselect Trustees and to select the President, Secretary, Treasurer and other officers shall be held each year without call or formal notice on the second week of March. If an annual meeting is not held, the President or any Trustee shall call a special meeting of the Council of Trustees for such purpose.

B. Regular meetings of the Council of Trustees may be held without call or formal notice at such places and at such times as the Council may from time to time determine.

C. Special meetings of the Council of Trustees may be held at any time and at any place when called by the President, or two or more Trustees, or designee upon reasonable notice, stating the time and place of said meeting, given to each Trustee, or at any time without call or formal notice, provided all the Trustees are present or waive notice thereof before or after the meeting by a writing which is filed with the records of the meeting. Notice to a Trustee of any meeting shall be deemed to be sufficient if sent by mail at least five (5) days prior to such meeting, addressed to him/her at his/her usual or last known business or residence address, or by facsimile or email or telegram at least twenty-four hours before the meeting, or if given in person, either by telephone or by handing him a written notice at least twenty-four hours before the meeting.

8. Quorum. Three (3) Trustees in office at the time a meeting is duly called and held shall constitute a quorum. When a quorum is present at any such meeting, the vote of a majority of the Trustees present shall be necessary and sufficient for election to any office or for a decision on any matter, except as otherwise required by law, by the Articles of Incorporation, or by these By-Laws. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes cast upon the question, without notice other than by announcement at the meeting, and without further notice to any absent Trustee. At any adjourned meeting at

which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

9 . Committees of Trustees.

A. Either the Council of Trustees, by consensus or vote of a majority of the Trustees then in office, or the President, with the approval of such majority of the Council of Trustees, may at any time appoint such committees of the Council of Trustees as are deemed desirable, including an executive committee and/or one or more other committees, provided that at least three Trustees sit on each committee. The Council of Trustees may from time to time designate or alter, within the limits permitted by this Section, the duties and powers of such committees or change their membership or may, at any time, abolish such committees or any of them. All Council of Trustees decisions and actions shall be duly recorded.

B. Any committee shall be vested with such powers of the Council of Trustees as the Board may determine in the decision or vote establishing such committee or in a subsequent decision or vote of a majority of Trustees then in office, provided, however, that no such committee shall have any power prohibited by law or the Articles of Incorporation, or the power:

(a) to change the principal office of Semillas;

(b) to amend or authorize the amendment of the Articles of Incorporation or these By-Laws;

(c) to select officers required by law, the Articles of Incorporation or these ByLaws to be elected by Trustees, or to fill vacancies in any such office;

(d) to change the size of the Council of Trustees or to fill vacancies in the Board of Trustees;

(e) to remove officers or Trustees from office;

(f) to authorize a sale or other disposition of all or substantially all the property and business of Semillas; or

(g) to authorize the liquidation or dissolution of Semillas;

and provided further, that the fact that a particular power appears in the foregoing enumeration of powers denied to committees of the Council of Trustees shall not be construed to over-ride by implication any other provision of the Articles of Incorporation or these By-Laws, limiting or denying to the Council of Trustees the right to exercise such power.

C. Each member of a committee shall hold office until the next annual meeting of the Council of Trustees (or until such other time as the Council of Trustees may determine, by consensus, or in the vote establishing the committee or at the selection of such member) and until his/her successor is selected and qualified, or until he/she sooner dies, resigns, is removed, is replaced by change of membership, or becomes disqualified by ceasing to be a Trustee, or until the committee is sooner abolished by the Board of Trustees.

D. A majority of the members of any committee, but not fewer than two, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each committee may make rules not inconsistent herewith for the holding and conduct of its meetings, but unless otherwise provided in such rules its meetings shall be held and conducted in the same manner, as nearly as may be, as is provided in these By-Laws for meetings of the Council of Trustees. The Council of Trustees shall have the power to rescind any vote or resolution of any committee; provided, however, that no rights of third parties shall be impaired by such rescission.

10. Annual Report

The Council of Trustees shall present in writing, at the annual meeting, a report verified by the President and the Treasurer showing in appropriate detail the following:

- a) The assets and liabilities of the Semillas as of the end of the latest fiscal year;
- b) The revenues and liabilities of Semillas, both unrestricted and restricted to particular purposes, as of the date of the annual meeting; and
- c) The number of Trustees of Semillas as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the report, and a statement of the place where the names and addresses of the current Trustees and of their representatives may be found.

V. OFFICERS/CARGOS

1. Officers/Cargos.

A. The officers of Semillas shall be deemed *Cargos*, or special charges on behalf of the Council of Trustees, to be granted and accepted with dignity and responsibility. The officers of Semillas shall be a President, a Treasurer, a Secretary and such other officers as the Council of Trustees may, in its discretion, elect or appoint.

B. Semillas may also have such agents, if any, as the Council of Trustees may, in its discretion, appoint. So far as is permitted by law, any two or more offices may

be held by the same person, except that no one individual may serve as both the President and the Secretary simultaneously.

C. Subject to law, to the Articles of Incorporation, and the other provisions of these Bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Council of Trustees may from time to time designate.

D. The President, the Treasurer, and the Secretary shall be selected annually by the Council of Trustees at its annual meeting, by consensus or vote of a majority of the full Council of Trustees.

E. Such other offices of Semillas as may be created in accordance with these By-Laws may be filled at such meeting by consensus or vote of a majority of the full Board of Trustees, or at any other time, by consensus or vote of a majority of the Trustees then in office.

F. Each officer shall hold office until the next annual meeting of the Council of Trustees or until his successor is elected or appointed, or until he/she sooner dies, resigns, is removed, or becomes disqualified. Each agent shall retain his/her authority at the pleasure of the Council of Trustees.

G. Any officer, employee, or agent of Semillas may be required, as and if determined by the Council of Trustees, to give bond for the faithful performance of his/her duties.

2. President. The President shall be the chief executive officer of the Semillas and shall have general charge and supervision of the business, property and affairs of the Semillas unless otherwise provided by law, the Articles of Incorporation, the By-Laws, or by specific vote of the Council of Trustees. The President shall preside at all meetings of the Council of Trustees at which he/she is present except as otherwise voted by the Council of Trustees.

3. Secretary.

A. The Secretary shall record all proceedings of the Trustees in books to be kept therefore, and shall have custody of the Semillas' records, documents and valuable papers. In the absence of the Secretary from any such meeting, the Treasurer, if any, may act as temporary Secretary, and shall record the proceedings thereof in the aforesaid books, or a temporary Secretary may be chosen by vote of the meeting.

B. Unless the Council of Trustees shall otherwise designate, the Secretary shall have custody of the corporate seal and be responsible for affixing it to such documents as may required to be sealed.

C. The Secretary shall attend all meetings of the Council of Trustees and shall record the proceedings thereat in books provided for that purpose which shall be open during business hours to the inspection of any Trustee. He/She shall notify the Trustees of the meetings in accordance with these By-Laws and shall have and may exercise such other powers and duties as the Council of Trustees may prescribe.

D. The Secretary shall have such other duties and powers as are commonly incident to the office of a corporate Secretary, and such other duties and powers as may be prescribed from time to time by the Council of Trustees or by the President.

4. Treasurer. The Treasurer shall be the chief financial officer of Semillas and shall be in charge of its funds and the disbursements thereof, subject to the President and the Council of Trustees, and shall have such duties and powers as are commonly incident to the office of a corporate treasurer and such other duties and powers as may be prescribed from time to time by the Council of Trustees or by the President. The Treasurer shall be responsible to and shall report to the Council of Trustees, but in the ordinary conduct of the Semillas' business, shall be under supervision of the President.

5. Resignations. Any officer of Semillas may resign at any time by giving written notice to Semillas by delivery thereof to the President, the Secretary, or to a meeting of the Council of Trustees.

6. Removals. The Council of Trustees may, by consensus or affirmative vote of a majority of the Trustees in office, remove from office the President, the Secretary, the Treasurer or any other officer or agent of the Semillas when it deems such removal to be in the best interests of Semillas without prejudice to the contract rights, if any, of the individual so being removed.

7. Vacancies. If an officer position becomes vacant, the Council of Trustees may elect or appoint a successor or successors by consensus or vote of a majority of the Trustees then in office. Each successor as an officer shall hold office for the unexpired term and until his/her successor shall be elected or appointed and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified.

8. Compensation. Officers and Trustees will only be reimbursed for expenses incurred in the performance of their duties. If a situation arises where an officer need be paid - as either a staff person or contractor - the individual will resign, even if temporarily from the Council.

VI. INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES, OR OTHERS

1. Semillas shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Semillas) by reason of the fact that he/she is or was a Trustee, officer, employee or agent of Semillas, or is or was serving at the request of Semillas as a director, officer, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise in which Semillas directly or indirectly owns shares or of which it is a creditor, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of Semillas, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in the best interest of Semillas, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

2. Semillas shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of Semillas to procure a judgment in its favor by reason of the fact that he/she is or was a Trustee, officer, employee or agent of Semillas, or is or was serving at the request of Semillas as a director, officer, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise in which Semillas directly or indirectly owns shares or of which it is a creditor, against expenses, including attorneys' fees, but excluding judgments and fines and, except as hereafter set forth, amounts paid in settlement of such action or suit, if he/she acted, or failed to act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of Semillas, and except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to Semillas unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper .

3. To the extent that a Trustee, officer, employee or agent of Semillas has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2), or in defense of any claim, issue or matter

therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

4. Any indemnification under paragraphs (1) and (2) (unless ordered by a court) shall be made by Semillas only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (1) and (2). Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or (c) if there are no disinterested Trustees, by the court or other body before which the action, suit or proceeding was brought or any court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case indemnification may include the expenses, including attorney fees, actually and reasonably paid in connection with such application.

5. Expenses incurred in defending an action or suit may be paid by Semillas in advance of the final disposition of such action or suit as authorized by the Council of Trustees in a specific case upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by Semillas as authorized in this Article VI.

6. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of members or disinterested Trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Semillas may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of Semillas, or is or was serving at the request of Semillas as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which Semillas directly or indirectly owns shares or of which it is a creditor, against any liability asserted against him and incurred by him in any such capacity, or arising out of his/her status as such, whether or not Semillas would have the power to indemnify him against such liability under the provisions of this Article VI.

8. For the purposes of this Article VI, references to "Semillas" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or

surviving corporation so that any person who is or was a director, officer, trustee, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which Semillas directly or indirectly owns shares or of which it is a creditor, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he/she had served the resulting or surviving corporation in the same capacity.

VII. CONTRACTS AND DEALINGS WITH CERTAIN OTHER CORPORATIONS OR FIRMS

The Trustees and officers of Semillas may be connected with other companies with whom from time to time Semillas may have business dealings. No contracts or other transactions between Semillas and any other corporation or firm, and no acts of Semillas, shall be affected by the fact that the Trustees or officers of Semillas are pecuniarily or otherwise interested in or are Trustees or officers of such other corporation or firm. Any Trustee individually, or any firm of which such Trustee may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of Semillas, provided that the fact that he/she or such firm or corporation is so interested shall be disclosed or shall have been known to the Council of Trustees prior to the meeting at which, or prior to the Trustees executing their written consents by which, action to authorize, ratify or approve such contract or transaction shall be taken and the transaction was otherwise fair and reasonable; however, said interested party shall refrain from participating in the decision in any way.

VIII. EXECUTION OF PAPERS

Except as the Council of Trustees may generally or in particular cases authorize or direct the execution thereof in some other manner, all deeds, leases, transfers, contracts, proposals, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by Semillas shall be signed or endorsed on behalf of Semillas by the President or the Treasurer or by such person or persons, including officers and the executive director, and in such manner as from time to time shall be determined by the Council of Trustees or the executive committee, if any, or by the President.

IX. SOURCE AND INVESTMENT OF FUNDS

Funds for the operation of Semillas and for the furtherance of its objectives and purposes may be derived from grants and allocations from governmental or private agencies or bodies, donations from public and private organizations, associations and individuals, and such other sources as may be approved by the Council of

Trustees. Except as otherwise provided by law or lawfully directed by any grantor or donor, Semillas may retain or dispose of all or any part of any real or personal property acquired by it and invest and reinvest any funds held by it according to the judgment of the Council of Trustees, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make.

X. PROHIBITION REGARDING THE USE OF FUNDS AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No part of the net earnings or receipts of Semillas shall inure to the benefit of any Trustee or officer of Semillas or any private individual, provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for Semillas in conformity with these By-Laws.

XI. SEAL

The seal of Semillas shall, subject to alteration by the Council of Trustees, consist of an upwardly pointed stylized conch shell over a diagram symbolizing the four directions, and a looped diagram representing the intersections of the four directions. An impression of the seal impressed upon the original copy of these By-Laws shall be deemed conclusively to be the seal adopted by the Council of Trustees.

XII. FISCAL YEAR

The fiscal year of Semillas shall be from the first day of July through the thirtieth day of June.

XIII. BOOKS & RECORDS

Semillas shall keep at its registered office or principle place of business:

- a) correct and complete books and records of all financial accounts;
- b) minutes of the proceedings of the Council of Trustees and its committees;
- c) the original copy of its Articles of Incorporation and By-Laws, including amendments to date certified by the Secretary of the Council of Trustees.

XIV. AMENDMENTS

The Council of Trustees, by a majority vote of the Trustees at a meeting called where there is quorum, may alter, amend or repeal these By-Laws, in whole or in part.