

**Board Authorization**

These Bylaws have been authorized to provide guidance and consistency in the operation of the Summit Leadership Academy – High Desert (“SLAHD”) Governing Board.

In the event of a conflict between any Bylaw contained herein and local, state, or federal law the applicable law shall have precedence. In the event of a conflict between any Bylaw and a Memorandum of Understanding with the Hesperia Unified School District, the applicable MOU shall have precedence.

When the need for a new Bylaw or modification of an existing Bylaw is recognized, the Business Manager shall be tasked with drafting the item for formal consideration by the Board. Bylaws may be adopted by a majority vote of all current members of the Board.

Any revision of the Bylaws occurring during the school year shall be initiated as a provisional Bylaw as soon as Governing Board approval is obtained. Provisional Bylaws shall be formally incorporated into the policy manual prior to August 1 of each calendar year, or shall expire on that date.

Bylaws of the SLAHD Board of Directors (also known as “Governing Board”) shall be expressly approved by the Board prior to the beginning of each school year; typically during the month of August.

*The Bylaws of the Governing Board are hereby approved for school year 2015-2016, by majority vote of the Governing Board of Directors as certified by the signature below.*



Board Chairman

Governing Board of Directors, Summit Leadership Academy – High Desert

1/24/19

Date

**Table of Contents**

**SECTION 1: GENERAL PROVISIONS** ..... 4

1.05 Principle Office of the Corporation..... 4

1.10 Governing Board Membership ..... 4

1.15 Governing Board Powers .....5

1.20 Specific Powers.....5

1.25 Limit on Board Members’ Authority .....5

1.30 Governing Board Role and Responsibilities.....5

1.35 Board Meeting Attendance ..... 6

1.40 Board Member Obligations ..... 6

1.45 Directors’ Terms ..... 6

1.50 Establishment of Board Committees..... 6

1.55 Compensation for Service on Governing Board .....7

1.60 Annual Independent Audit.....7

1.65 Administrative Appeals Process ..... 8

1.70 Indemnification ..... 8

1.75 Conflict of Interest ..... 8

1.80 Resignation of Directors ..... 8

1.85 Director may not Resign if No Director Remains..... 9

1.90 Removal of Directors..... 9

1.95 Restriction on Interested Persons as Directors ..... 9

1.100 Events Causing Vacancies on Board ..... 9

1.105 Governing Board Vacancies ..... 9

1.110 Vacancies Filled by Board ..... 10

1.115 Non-Liability of Directors..... 10

1.120 Compliance with Laws Governing Student Records..... 10

**SECTION 2 OFFICERS OF THE GOVERNING BOARD**..... 11

2.05 Officers of the Governing Board ..... 11

2.10. Chairman of the Board-Duties and Responsibilities..... 11

2.20 Vice-Chair of the Governing Board - Duties and Responsibilities ..... 11

2.35 Election ..... 11

2.40 Officers of the Board: Terms of Office..... 11

2.45 Resignation and/or Removal from Governing Board ..... 11

SECTION 3	GOVERNING BOARD MEETINGS .....	12
3.05	Meetings .....	12
3.10	Location of Governing Board Meetings .....	12
3.15	Meetings by Telephone or Other Telecommunications Equipment .....	12
3.20	Parliamentary Procedure .....	13
3.25	Quorum .....	13
3.30	Public Participation in Governing Board Meetings.....	13
3.35	Recording of Board Meetings .....	13
3.40	Closed Sessions .....	13
3.45	Closed Session Reporting.....	14
3.50	Special Governing Board Meetings .....	14
3.55	Adjournment .....	14
SECTION 4	MATINENANCE OF CORPORATE RECORDS.....	15
4.05	Maintenance of Corporate Records .....	15
SECTION 5	INSPECTION RIGHTS.....	15
5.05	Directors’ Right to Inspect .....	15
5.10	Accounting Records and Minutes .....	15
5.15	Maintenance and Inspection of Articles and Bylaw .....	15
SECTION 6	REQUIRED REPORTS .....	16
6.05	Annual Reports .....	16
6.10	Annual Statement of Certain Transactions and Indemnifications .....	16
SECTION 7	BYLAWS AMENDMENTS .....	17
7.05	Bylaw Amendments .....	17
SECTION 8	FISCAL YEAR .....	17
8.05	Fiscal Year of the Corporation .....	17

**SECTION 1: GENERAL PROVISIONS**

**1.05 Principle Office of the Corporation**

The principle office for the transaction of the activities and affairs of the Corporation is 12850 Muscatel Street, Hesperia, State of California. The Governing Board may change the location of the principle office. Any such change of location must be noted in amended bylaws.

The Governing Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**1.10 Governing Board Membership**

The Governing Board is comprised of five to seven adult members, who serve a term of two years drawn from the following Professions:

- Law Enforcement – This representative must generally be active-duty; or have retired from the law enforcement profession.
- Fire/EMS Service – This representative must generally be active-duty; or have retired from the Fire/EMS profession.
- Military - This representative must generally be active-duty, reserve, or have retired from a US Military branch.
- Parent - The parent of a cadet currently enrolled in the school.
- Community – This representative must be a resident of the High Desert, with the experience in finance and education, business, service club, and/or professional relationships within the community.

All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Governing Board, the Governing Board may appoint an additional director to ensure an odd number of Board members. All directors, except for the representative appointed by the charter authorizer, shall be designated by the existing Governing Board.

### **1.15 Governing Board Powers**

Subject to the provisions and limitations of:

- California Non-Profit Public Benefit Corporation Law
- Other applicable laws, or
- The Articles of Incorporation, policies, or Bylaws

SLAHD activities and affairs shall be managed by or under the direction of the Governing Board. The Governing Board shall have all powers and authority, as designated in the Charter, for the management of the business, personnel, property, and affairs of the school.

The Governing Board will routinely delegate day to day power and authority to the Executive Director.

### **1.20 Specific Powers**

Without prejudice to the general powers set forth in these bylaws, but subject to the same limitations as stated in paragraph 1.15, the Governing Board shall have the power to:

- Appoint and remove all employees and agents, prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require them to provide security for faithful service.
- Change the school's physical address and/or the principle business office address in California from one location to another.
- Enter into contracts for services, property, employment, and supplies as is consistent with the law, the articles of incorporation, and these bylaws.
- Borrow money and incur indebtedness on the school's behalf and cause to be executed and delivered promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities.

### **1.25 Limit on Board Members' Authority**

Apart from their function as part of the Governing Board, a member of the Board has no individual authority. The Governing Board exercises collective authority – no individual Member may independently act, direct, or mandate school functions, operations, affairs, policies, or procedures except as provided for in the Governing Board Bylaws. An individual Board member may not commit SLAHD to any policy, act, contract, or expenditure.

No individual member of the Board, by virtue of holding that position, shall exercise any administrative responsibility with respect to SLAHD; nor, as an individual, command the services of any school employee or give direction to any employee. All tasks and information requests shall be directed to the office of the Executive Director. No member of the Board shall be tasked with the performance of routine clerical duties which may be assigned to any employee, nor shall any Board member become an employee or contractor for SLAHD while serving on the Board.

### **1.30 Governing Board Role and Responsibilities**

The role of the Governing Board is to govern and oversee Summit Leadership Academy – High Desert (SLAHD). The Governing Board is responsible and accountable to the

parents of cadets, cadets, and staff at the school. The Governing Board directly oversees and supports the Executive Director

Additional responsibilities of the Governing Board include, but are not limited to, the following:

- Determining the mission, vision, and values of Summit Leadership Academy – High Desert
- Reviewing and monitoring the overall effectiveness of SLAHD in pursuit of its mission, vision, and values
- Ensuring a safe, effective environment for learning
- Recruiting, selecting, hiring, and evaluating the performance of the Executive Director.
- Approving and monitoring the school's budget

### 1.35 Board Meeting Attendance

Governing Board members are expected to attend all Board meetings. The Governing Board may initiate removal proceedings if a member has three consecutive meeting absences, or if the Member accumulates chronic, multiple absences to the extent that it impedes Governing Board function.

### 1.40 Board Member Obligations

Board members should hold the education of cadets enrolled in the school above any partisan principle or personal interest. They should understand their role as a Board member, and familiarize themselves with programs and personnel associated with the school. They should study all agenda materials before Board meetings, participate in the discussion of items which come before the Board, vote on motions and resolutions, and abstain only for compelling reasons. Professional and appropriate business attire is required in all board meetings, school functions, and school visits. All Board Members are obligated to complete a background check (i.e. Live Scan) within 30 days of election to the board.

### 1.45 Directors' Terms

Each director shall hold office unless otherwise removed from office in accordance with these bylaws for two years and until a successor director has been designated and qualified. Two of the directors' terms will expire on odd years and three of the directors' terms will expire on even years. To implement this rotation, the two longest serving members will be considered odd year. Elections are to be held in December to take effect January 1. Board Members up for an election may not vote for their own seat. Directors may be elected for no more than two consecutive complete terms.

### 1.50 Establishment of Board Committees

By resolution adopted by a majority of the directors then in office, may create such standing committees and/or ad hoc committees as it deems necessary for the effective governing of the school, each consistent of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Meetings and actions of committees of the Governing Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Governing Board directives, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Governing Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the

corresponding month's regular Board meeting minutes. The Governing Board may adopt rules for the governance of any committee, provided they are consistent with the rules set forth in these Bylaws. Any such committee shall have all the authority of the Board, to the extent provided in the Governing Board's resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Governing Board or any committee of the Board;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any resolution of the Governing Board that by its express terms is not so amendable or subject to repeal;
- e. Create any other committees of the Governing Board or appoint the members of committees of the Board;
- f. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- g. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest.

The Governing Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

### **1.55 Compensation for Service on Governing Board**

No Governing Board Member shall receive any fee, salary, or remuneration of any kind for services rendered to the school. With board approval, Board members may be reimbursed for out-of-pocket expenses incurred on Board-approved assignments. Members must present receipts for all such expenses, and the expenses shall be itemized with justification. Such expenses must be approved by a majority vote of the board at the meeting immediately following the expenditure(s). Directors shall only receive such reimbursement of expenses as the Governing Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

### **1.60 Annual Independent Audit**

At the close of each fiscal year, the accounts of the school shall be audited by an independent auditor, who is either a Certified Public Accountant or a Registered Municipal Accountant, and who has expertise in accounting of charter school organizations generally.

The auditor shall be hired for this purpose by a majority vote of the members of the Governing Board present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with California statutes governing Charter Schools and with all applicable state and federal laws

controlling non-profit tax-exempt corporations. Copies of the completed audit shall be maintained by the school's administration, and made available to all Board members.

### **1.65 Administrative Appeals Process**

The Governing Board shall serve as the final level of administrative appeal for all employee, student, parent, and citizen grievance, disciplinary, and complaint issues. Generally, the Board shall not address issues in which resolution has not been attempted at lower levels within the organization, as prescribed by policy. However, in cases deemed appropriate by the Board Chairman, the Governing Board may address an issue in which resolution has not been attempted at lower levels within the organization.

### **1.70 Indemnification**

Summit Leadership Academy – High Desert shall provide for the liability and other forms of insurance considered necessary and prudent as protection against possible claims.

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

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

### **1.75 Conflict of Interest**

Governing Board members are prohibited from using their title, their position within the organization, or the organization's name or property for personal benefit or profit.

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

The Corporation shall not enter into a contract or transaction in which a non-director employee directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

### **1.80 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 to 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 Governing Board may elect a successor to take office as of the date when the resignation becomes effective. A Director will be elected to complete the term of the prior Director.



**1.85 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.

**1.90 Removal of Directors**

Any director, 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 Governing Board, except the member under consideration, 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"). Directors who are being considered for removal shall receive written notice from the Chairman ( in case of the request for removal of the Chairman, the Vice Chairman will provide notice) at least two weeks prior to any action, and shall have the opportunity to address the Board in closed session regarding such action prior to any vote on such removal. A request for the removal of a Director may be made by any stake holder and will be acted on by the Board, at the next Board Meeting unless the Board Meeting falls within the two week notification; in which case it will be addressed at the following Board Meeting. Any vacancy caused by the removal of a Board designated director shall be filled as provided in Section 1.110. The representative appointed by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer.

**1.95 Restriction on Interested Persons as Directors**

No persons serving on the Governing 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. The Board may adopt other policies circumscribing potential conflicts of interest.

**1.100 Events Causing Vacancies on Board**

A vacancy or vacancies on the Governing Board shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Governing Board of a vacancy in the office of a director who has been convicted of a 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 Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors.

**1.105 Governing Board Vacancies**

The Chairman shall ensure that any vacancy is adequately advertised in a timely manner so that interested candidates may be evaluated and a replacement selected as soon as practicable.

**1.110 Vacancies Filled by Board**

Vacancies on the Governing Board may be filled by approval of the Governing Board or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director. The election will be for the remainder of the term vacated. A vacancy in the seat of the representative appointed by the charter authorizer shall be filled by the charter authorizer.

**1.115 Non-Liability of Directors**

No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

**1.120 Compliance with Laws Governing Student Records**

The Charter School and the Governing Board shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

## **SECTION 2            OFFICERS OF THE GOVERNING BOARD**

### **2.05 Officers of the Governing Board**

Officers of the Governing Board are the Chairman of the Board and a Vice-Chair. The Governing Board may create other officer positions as it deems appropriate. Each officer position shall have its duties and responsibilities specified and included in these Bylaws. No Board member may hold more than one officer position at the same time.

### **2.10. Chairman of the Board-Duties and Responsibilities**

If a Chairman of the Governing Board is elected, he or she shall preside at the Governing Board meetings and shall exercise and perform such other powers and duties as the Governing Board may assign from time to time. If a Chairman of the Governing Board is elected, there shall also be a Vice-Chairman of the Governing Board. In the absence of the Chairman, the Vice-Chairman shall preside at Governing Board meetings and shall exercise and perform such other powers and duties as the Governing Board may assign from time to time.

### **2.20 Vice-Chair of the Governing Board - Duties and Responsibilities**

The Vice-Chair shall have such duties and responsibilities as may be delegated to him by the Chair. The Vice-Chair shall have full and equal vote as accorded to all trustees. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the Chair, including presiding at meetings of the Governing Board.

### **2.35 Election**

The Officers of the Board shall be elected from among the Governing Board membership during the January general meeting and shall serve for one year, or until their successors are elected and qualified.

### **2.40 Officers of the Board: Terms of Office**

No Governing Board Member may serve more than four consecutive one-year terms as Chair or Vice-Chair of the Board.

### **2.45 Resignation and/or Removal from Governing Board**

An officer may resign by submitting his resignation in writing to the Chairman. Without prejudice to the rights of any officer under an employment contract, the Governing Board may remove any officer with or without cause. Officers who are being considered for removal shall receive written notice from the Board Chairman at least two weeks prior to any action, and shall have the opportunity to address the Board in closed session regarding such action prior to any vote on such removal.

## SECTION 3 GOVERNING BOARD MEETINGS

### 3.05 Meetings

A regular meeting of the Governing Board shall be held each month January, generally on the third Thursday. January's Board Meeting will be considered the annual meeting. The Governing Board may, upon majority vote, adjust or postpone the meeting date to accommodate school schedule, holidays, special events, etc.

All meetings of the Governing Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Governing Board shall meet annually (in January) for the purpose of organization, appointment of officers, and the transaction of such 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 Governing Board in accordance with the Brown Act.

Regular meetings of the Governing Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Governing Board. At least 72 hours before a regular meeting, the Governing Board, 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.

### 3.10 Location of Governing Board Meetings

Governing Board meetings shall generally be held at the principle school site, however Governing Board may designate that a meeting be held at any place within the boundaries of the granting authority that has been designated in the notice of the meeting.

### 3.15 Meetings by Telephone or Other Telecommunications Equipment

Members of the Governing 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 Governing Board shall participate in the teleconference meeting from locations within the boundaries of the granting agencies in which the Corporation operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Governing Board 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 Governing Board participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Governing Board directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

### **3.20 Parliamentary Procedure**

Governing Board meetings shall be conducted by the Chairman or designee in compliance with the adopted Bylaws of the Governing Board and the current version of Robert's Rules of Order (as consistent with and the Brown Act).

### **3.25 Quorum**

A majority of the directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be considered an act of the Governing Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Board members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

### **3.30 Public Participation in Governing Board Meetings**

Members of the public may address the Board subject to the following procedures:

- Members of the public wishing to speak to the Board, either during general public comment or on an action item must complete a request card and submit it prior to the commencement of the Board meeting.
- General public comment is generally limited to 3 minutes for each individual or group.
- 
- No disturbance or willful interruption of any Board meeting shall be permitted. In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the Governing Board may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. The Governing Board shall not be prohibited from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

### **3.35 Recording of Board Meetings**

A video or audio recording may be made by anyone in attendance during any portion of an open session meeting. The surreptitious recording of closed session proceedings, or of Board members and/or school employees outside of the proceedings of the meeting is strictly prohibited and may subject the person recording the conversation to criminal penalty or civil liability.

### **3.40 Closed Sessions**

The Governing Board may, as part of a monthly or special Board meeting, hold closed sessions as consistent with the Brown Act.

### 3.45 Closed Session Reporting

The Board *shall* report any action taken at the public meeting during which the closed session was held.

### 3.50 Special Governing Board Meetings

Special meetings of the Governing Board for any purpose may be called at any time by the Chairman of the Governing Board, if there is such an officer, or a majority of the Governing Board. If a Chairman of the Board has not been elected then the President-CEO is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

In accordance with the Brown Act, special meetings of the Governing Board 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 the following manner:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of Governing Board are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principle office of the Corporation, 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.

### 3.55 Adjournment

A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time or 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 4 MAINTENANCE OF CORPORATE RECORDS**

### **4.05 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.

## **SECTION 5 INSPECTION RIGHTS**

### **5.05 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. 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 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.

### **5.10 Accounting Records and Minutes**

On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Governing Board and committees of the Governing Board at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

### **5.15 Maintenance and Inspection of Articles and Bylaw**

The Corporation shall keep at its principle California office the original or a copy of the articles 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.

## SECTION 6 REQUIRED REPORTS

### 6.05 Annual Reports

The Governing Board shall cause an annual report to be sent to itself (the members of the Governing Board) within 120 days after the end of the Corporation's fiscal year. That report 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;
- b. The principle 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. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

### 6.10 Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

- a. Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
  - (1) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
  - (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- b. The amount and circumstances of any indemnifications aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article 1.70 of these Bylaws.



**SECTION 7 BYLAWS AMENDMENTS**

**7.05 Bylaw Amendments**

The Governing Board may adopt, amend or repeal any of these bylaws by a majority of the Directors ,except that no amendment shall change any provisions of any charter or charters any charter school operated as or by the Corporation or make any provisions of these Bylaws inconsistent with the Charter or Charters, the Corporation's articles of incorporation, or any laws.

**SECTION 8 FISCAL YEAR**

**8.05 Fiscal Year of the Corporation**

The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

