

**BYLAWS**  
**OF**  
**SEBASTOPOL INDEPENDENT CHARTER SCHOOL**

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

**ARTICLE 1 NAME**

SECTION 1. NAME

The name of this Corporation is Sebastopol Independent Charter School.

**ARTICLE 2 PRINCIPAL OFFICE**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is 1111 Gravenstein Hwy N, Sebastopol, State of California. The Board of Directors 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

The Corporation may also have offices at such other places where the Corporation is qualified to conduct its activities, within the State of California, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 3 PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The purpose of the Corporation is educational and scientific; specifically to operate a school or schools where improved ways of assisting children in their learning and development can be explored, demonstrated, and implemented. 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE 4 CONSTRUCTION AND DEFINITIONS**

SECTION 1. CONSTRUCTION AND DEFINITIONS

Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit 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 5 BOARD OF DIRECTORS**

### **SECTION 1. NUMBER AND QUALIFICATION**

The Corporation shall have at least three (3) and no more than seven (7) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new bylaw, as provided in these Bylaws, but no change shall be inconsistent with the language of the charter that created the Sebastopol Independent Charter School. All Directors shall have full voting rights, including a representative, if any, appointed by the charter authorizer as consistent with Education Code Section 47604(c). If the charter authorizer designates a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members. All directors, except for the representative designated by the charter authorizer, shall be appointed by the existing Board of Directors.

Any California resident, 18 years or older, may serve as a Director of the Corporation.

### **SECTION 2. POWERS**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or otherwise in these Bylaws, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

The duties of the Board of Directors shall include:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws;
- (b) To appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) To supervise the Charter School’s Executive Director and delegate to him/her the supervision of all agents and employees of the Corporation to assure that their duties are performed properly;
- (d) To meet at such times and places as required by these Bylaws;
- (e) To register their addresses, including email addresses, with the Secretary of the Corporation. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof, provided the notice of meetings is also provided in compliance with the Ralph M. Brown Act (“Brown Act”). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

### **SECTION 4. TERMS OF OFFICE**

Directors shall be appointed at each annual meeting of the Board for one (1) year terms. Each one (1) year term commences at the beginning of the fiscal year subsequent to the appointment. Each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she

was appointed and until the appointment and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

#### SECTION 5. COMPENSATION

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation for their service and performance of duties as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

#### SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

#### SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation. The Board of Directors may designate that a meeting be held at any place within the physical boundaries of the county in which the charter school is located, which has been designated in the notice of the meeting, in compliance with Education Code Section 47604.1.

All Board of Directors and Executive Committee meetings shall be called, held and conducted in accordance with the terms and provisions of the Brown Act and Education Code Section 47604.1.

#### SECTION 8. REGULAR AND ANNUAL MEETINGS AND ELECTIONS

Regular meetings of the Board of Directors shall be held at least quarterly at a time, date and place as noticed by the Board of Directors in accordance with the Brown Act and these Bylaws to the extent not inconsistent therewith.

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

At the annual meeting of Directors held in May, Directors shall be elected by the Board of Directors in accordance with this section. A Director seeking reappointment must be nominated by a Director not himself or herself. Candidates seeking appointment who are not current Directors must be nominated by a Board-created committee. Each Director shall cast one vote during a public meeting for each Directorship to be filled, and Directors will be appointed on the basis of a simple majority of Directors present and voting.

#### SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board of Directors, if there is such an officer, or by a majority of the Board of Directors. If a Chairperson of the Board has not been elected, then the Vice-Chair is authorized to call a special meeting in place of the

Chairperson of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

#### SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board will be held at such times and places as may from time to time be fixed 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.

Special meetings of the Board of Directors may be held, in accordance with Brown Act, 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 the Board of Directors 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.
- (c) Any other written notice including but not limited to those electronically transmitted shall be deemed received at the time personally delivered to the recipient or delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient.
- (d) Oral notice shall be deemed received at the time it is communicated, in person or by telephone, to the recipient or to a person at the residence or office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- (e) The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal 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.

Emergency meetings may be held according to the provisions of the Brown Act.

#### SECTION 11. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any board meeting shall be specified in the notice as found in the agenda which shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

#### SECTION 12. TELECONFERENCE MEETINGS

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 charter school is located;
- 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 and shall be listed on the agenda;<sup>1</sup>
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors 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.<sup>2</sup>

### SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of Directors then in office. All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum, unless otherwise required pursuant to Board policies. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Directors may not vote by proxy. The vote or abstention of each Director present for each action taken shall be publicly reported.

### SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated, or, in the absence of the Chairperson, by the Vice Chair of the Corporation, or, in the absence of each these persons, by a presiding officer chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by the Brown Act and any parliamentary rules of order as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

### SECTION 15. ADJOURNMENT

A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors 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.

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<sup>1</sup> 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.

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

## SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director; (2) whenever the number of authorized directors is increased; (3) upon the failure of the Board, at any meeting at which any Director or Directors are to be appointed, to appoint the full authorized number of Directors; (4) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under of the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3.

## SECTION 17. REMOVAL OF DIRECTORS

A member of the Board of Directors may be removed with or without cause by a majority of the Directors then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Brown Act. Any vacancy caused by the removal of a Director may be filled, as provided below.

## SECTION 18. RESIGNATION OF DIRECTORS

Except as provided below, any Director may resign by giving written notice to the Chairperson of the Board, if any, or to the President, or the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given unless the notice specifies a later time for the effectiveness of such resignation. If a director's resignation is effective at a later time, the Board of Directors may appoint a successor to take office as of the date when the resignation becomes effective.

## SECTION 19. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS

No Director may resign if the Corporation would then be left without a duly appointed Director or Directors in charge of its affairs, except upon notice to the Attorney General of California.

## SECTION 20. VACANCIES FILLED BY BOARD

Vacancies on the Board, except for the representative appointed by the charter authorizer, may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board, or (2) a sole remaining Director. A vacancy in the seat of the representative of the charter authorizer shall be filled by the charter authorizer.

A person appointed to fill a vacancy as provided by this Section, except for the representative appointed by the charter authorizer, shall hold office until the expiration of the term for which the Director was appointed or until his or her death, resignation or removal from office.

## SECTION 21. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS

Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

## SECTION 22. NON-LIABILITY OF DIRECTORS

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

## SECTION 23. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

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 Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

## SECTION 22. INSURANCE FOR CORPORATE AGENTS

The Board of Directors shall have the right to purchase and maintain insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability asserted against or incurred by any agent, except for liability associated with the violation of provisions of law relating to self-dealing as described in Corporations Code Section 5233, in such capacity or arising out of the agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of the California Nonprofit Public Benefit Corporation Law.

## SECTION 24. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS

The Charter School and the Board of Directors 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 25. 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 of the 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 6 OFFICERS**

### SECTION 1. NUMBER OF OFFICERS

The Officers of the Corporation shall be a President a Secretary, and a Chief Financial Officer. The Corporation, at the Board’s direction, may also have a Chairperson of the Board and a Vice-Chair. The officers, in addition to the corporate duties set forth in this Article 6, shall also have administrative duties as set forth in any applicable contract for employment or job specification. Except for the Chairperson of the Board and Vice-Chair, officers shall not also be directors (Board members).

### SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any California resident, 18 years or older, may serve as officer of the Corporation. Officers shall be elected by the Board of Directors at a noticed meeting and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

### SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### SECTION 4. REMOVAL AND RESIGNATION

Without prejudice to the rights of any officer under any employment contract, the Board of Directors may remove any officer, either with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### SECTION 5. VACANCIES

A vacancy in any office caused by the 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 6. CHAIRPERSON OF THE BOARD

If a Chairperson of the Board of Directors is elected, he or she shall preside at the 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 7. VICE CHAIR OF THE BOARD

If a Chairperson of the Board of Directors is elected, there shall also be a Vice-Chair of the Board of Directors. In the absence of the Chairperson, 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 8. DUTIES OF SECRETARY

The Secretary shall perform, or shall delegate, the duty to:

Certify and keep, or cause to be certified and kept, at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.



Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof; and the vote or abstention of each board member present for each action taken..

Give, or cause to be given notice of all meetings of the Board and of committees of the Board of Directors in accordance with the provisions of these Bylaws or as required by law.

Serve as custodian of the records of the Corporation.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 9. DUTIES OF CHIEF FINANCIAL OFFICER

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Chief Financial Officer shall perform, or shall delegate, the duty to:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit or cause to be deposited, all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain or cause to be kept and maintained, adequate and correct accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation.

Prepare and certify, or cause to be prepared and certified, such financial statements and reports as are required to be given by law, by these Bylaws or the Board.

In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### SECTION 10. DUTIES OF 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. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **ARTICLE 7 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of the directors then in office, designate two (2) or more of its Directors (who may also be serving as Officers of the Corporation), and no one who is not a Director, to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee, which has the authority of the Board of Directors.
- (c) The fixing of compensation of the Executive Director and other employees.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the Board.
- (f) The creation of any other committees of the Board or the appointment of members of committees of the Board.
- (g) The expenditure of corporate funds.

By a majority vote of its directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. OTHER COMMITTEES**

The Corporation shall have such other committees as may from time to time be designated by approval of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by the Board of Directors or by the committees. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. The committees shall follow the provisions of the Brown Act and such other rules as the Board may from time to time adopt.

## **ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Chief Financial Officer or the President of the Corporation.

### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

### **SECTION 5. CONTRACTS WITH DIRECTORS**

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 financial interest). Pursuant to Education Code section 47604.1 (effective Jan. 1, 2020), notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

### **SECTION 6. 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 Sebastopol Independent Charter School Conflict of Interest Code have been fulfilled.

## **ARTICLE 9 CORPORATE RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Board of Directors and committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those Board or committee members present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, shall be open to inspection at all reasonable times during office hours; and
- (d) Such reports and records as required by law.

### **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and 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.

### **SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made by the director in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts, at their own expense, as permitted by California and federal law.

### **SECTION 4. ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all Directors of the Corporation. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (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.

### **SECTION 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.**

The Corporation will comply with Corporations Code section 6322.

## **ARTICLE 10 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

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

## **ARTICLE 11 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be adopted, amended, or repealed and new bylaws adopted by approval of the majority vote of the Board of Directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the Sebastopol Independent Charter School or make any provisions of these Bylaws inconsistent with that Charter, the Corporation's Articles of Incorporation, or any laws.

## **ARTICLE 12 DEDICATION OF ASSETS**

### **SECTION 1. DEDICATION OF ASSETS**

The Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the charter governing the charter schools operated as or by the Corporation. 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 nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE 13 CORPORATION WITHOUT MEMBERS**

### **SECTION 1. CORPORATION WITHOUT MEMBERS**

The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Sebastopol Independent Charter School, a California nonprofit public benefit corporation; that these Bylaws, consisting of 15 pages, including this one, are the Bylaws of the Corporation as adopted by the Board of Directors on September 9, 2019; and that these Bylaws have not been amended or modified since that date.

Executed on September 9, 2019 at Sebastopol, California.

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Jennifer Klein  
Secretary