

**BYLAWS  
OF  
CHILDREN’S COMMUNITY CHARTER SCHOOL  
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I  
NAME**

Section 1. NAME. The name of this corporation is Children’s Community Charter School.

**ARTICLE II  
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 6830 Pentz Road, Paradise, State of California. The Board may change the location of the principal office and any such change of location must be noted by amending this Section to state the new location.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation shall be to hold, operate and maintain the Children’s Community Charter School (or “Charter School”), a California public charter school. 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 IV  
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 V  
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School's charter. 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 Board Member 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, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3), with the exception of the [Building] and Science building that CCCS built and that were financed through loans from the District. In the event of closure of CCCS, CCCS agrees that it will convey all right, title and interest in the [Building] and Science building to the District, free of any encumbrances in favor of any party other than the District that exist at the time of transfer. CCCS agrees that the District may impose any liens or other encumbrances to title to these two structures that are necessary to carry out this provision, and not to seek to expunge or otherwise remove or impair said liens or other encumbrances.

**ARTICLE VI  
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's Board of Board Members may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

**ARTICLE VII  
BOARD OF DIRECTORS**

Section 1. GENERAL 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 of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (or "Board"). The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

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

- a. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from

them security for faithful service.

- b. Change the principal office or the principal business office in California from one location to another.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.

**Section 3. RESPONSIBILITIES AND OBLIGATIONS.** As the decision making body of CCCS, the responsibilities and obligations of the Board include the following:

- 1. Establish, review and revise short term and long term school-wide goals and objectives.
  - 2. Work in conjunction with the school administrator and CEO to develop, approve and review annual operating budget.
  - 3. Participate in the selection, evaluation, and termination of the site administrator, and other staff members as necessary, while keeping within CCCS policies and procedures.
  - 4. Assist in providing educational programs to meet the needs of the students.
  - 5. Establish, review and revise policies and procedures.
  - 6. Ensure adequate staffing, facilities and supplies to meet the current and recognized future needs of the school and its students.
  - 7. Provide accountability to the public by: 1) conducting an annual Charter review; 2) monitoring academic achievement; 3) evaluating policies and serving as a judicial and appeals board; and 4) monitoring CCCS finances.
  - 8. Support the parent volunteers.
  - 9. Fulfill obligations of the CCCS Governing Board position requirements.
10. Other responsibilities as defined within the charter or these Bylaws.

**Section 4. DESIGNATED BOARD MEMBERS AND TERMS.** The number of Board members shall be no less than nine (9) and no more than eleven (11), unless changed by amendments to these bylaws and the charter. If the charter authorizer appoints a representative to serve on the Board of Directors, the Corporation may appoint an additional director to ensure an odd number of Board members. All Board members shall be voting. All Board members will meet the following expectations:

- Know ledge of community resources.
- Ability to effectively communicate in both oral and written forms.
- Ability to maintain confidentiality.
- Ability to establish and maintain effective work relationships with those connected in the performance of assigned duties.
- Willingness to abide by the desired timeframe for Board matters and inquiries to be conducted.
- Ability to support CCCS' stated mission.
- Fulfill the position's duties as outlined in these Bylaws and the CCCS Charter.

The Board composition will consist of the following:

- Two (2) community members with no current affiliation with CCCS as a parent, or as a spouse of a staff member. Community Members will be sought who have strong ties and recognition in the local community through volunteer activities, philanthropy, public employment, or local business. Community members representatives shall be appointed by majority vote of the board;

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- Five (5) parents, grandparents or guardians who are not also current or former certificated employees, or married to current or former certificated employees , and who have had a student in the Charter School for at least six (6) calendar months and will also continue to have student(s) in the Charter School during the their tenure. Parent representatives shall be nominated on two separate annual cycles in May of each year by the parents/guardians of currently enrolled students (one nomination per family). The alternating cycles will ensure balance, preventing an experience void on the Board. Parent members shall fill the following roles:
  - Community Public Relations Coordinator (seated in odd years)
  - Parent Volunteer Coordinator (seated in odd years)
  - Board Secretary (seated in odd years)
  - Student Programs Coordinator (seated in even years)
  - Treasurer and Fund Raising Coordinator (seated in even years)
- One (1) classroom teacher nominated by staff (seated in even years);
- The CCCS Principal

**Section 5. INDIVIDUAL BOARD POSITION DUTIES AND RESPONSIBILITIES**

Each elected Board position has specific duties to perform. In addition to their specific Board duties, all Board members are expected to assist with and attend school functions and events, to work closely with and support the administrator and staff, and to assist the administrator and staff in the organization of parent education activities.

**A. Chairman of the Board**

This individual provides assistance to the school site, administration and teachers in developing strategies to build and oversee educational opportunities. They also may be involved in providing training. The board member assists in strategic planning. This individual is elected by the Board and holds another elected position. To be eligible to be a candidate for this position a Board member must have served at least one full year on the board.

***Duties:***

- Support the administration in the implementation of school policies and procedures.
- Assist in the preparation of the agenda for Governing Board meetings.
- Ensure proper meeting procedures in accordance with the Brown Act.
- Preside and provide leadership at all Governing Board meetings.
- Represent CCCS and Governing Board at PUSD meetings or with the community when appropriate.
- Responsible for development of public relations strategies with CCCS administrator.
- Serve as a liaison between Governing Board, staff and committees to ensure implementation of program goals.
- Organize the annual program evaluation with CCCS site administrator.

- Responsible for adherence to Charter elements and coordinate any revisions of Charter and Policies & Procedures with CCCS administrator.
- Performs other duties similar to the above in scope and function.

**B. Community and Public Relation Coordinator**

This individual provides assistance to the school site, administration and teachers through the effective use of public information media. The board member creates, prepares, and distributes community, county, and state-wide media information as it pertains to CCCS in support of the goals of the school.

***Duties:***

- Monitor local, county, and state media as it pertains to CCCS
- Develop and coordinate information for local media releases
- Manage school advertising and student recruitment
- Assist with new-student admissions
- Perform other duties similar to the above in scope and function or assigned by the Board

C. Parent Volunteer Coordinator

This individual provides assistance to the school site, administration and teachers through parent involvement in developing a sense of community with the CCCS families. The board member makes arrangements for parent involvement and parent education in support of the goals of the school.

***Duties:***

- Assist the site administration in the development of strategies to involve parents
- Organize and coordinate parent volunteers/committees to program goals
- Provide parent involvement orientation training and activities in conjunction with the administrator
- Assist administrator/staff in the organization of parent education activities
- Develop information for specific parent involvement events and activities
- Arrange for facilities and instructors for parent training
- Work collaboratively with parent volunteers
- Provide confirmation information/reminders to participants
- Serve as a liaison between parents, teachers and committees to ensure implementation of program goals
- Develop a working file of events and activities
- Perform other duties similar to the above in scope and function and as assigned by the Board

**D. Secretary to the Board**

This individual provides recording-keeping responsibilities to the CCCS Governing Board.

***Duties:***

- Keeps records and minutes of the Governing Board meetings
- Develop Board agenda with site administrator
- Facilitate Board Reports for Consent Agenda

- Prepare Board Meeting packets
- Provide a copy of minutes to each Governing Board member
- Post agendas within specified Brown Act timeline
- Performs other duties similar to the above in scope and function and as assigned by the Board

### E. Student Programs Coordinator

This individual provides coordination of student programs.

#### ***Duties:***

- Assist site administration in developing enrichment programs
- Coordinate activities with Student Government leaders
- Coordinate dances and off-site student activities
- Assist site administration as needed
- Perform other duties similar to the above in scope and function and as assigned by the Board

### F. Treasurer and Fund Raising Coordinator

This position coordinates the corporation's accounting tasks with the CBO and is responsible for coordinating fund raising efforts.

#### ***Duties:***

- Develop, direct and supervise all fund raising activities of the organization
- Coordinate parents and community members to assist in raising funds to support specific programs as well as fund raising for the general fund
- Acts as liaison between the Board and volunteers involved in fund raising

### G. CCCS Principal

This individual is a paid employee of CCCS. This individual provides information and resources to the Board to implement CCCS goals. The board member assists in developing strategies with the Board in support of the goals of the school. Serve as a liaison between teachers and the Board to ensure implementation of program goals.

#### ***Duties:***

- Assist the Board in the development of strategies to accomplish and support CCCS goals
- Responsible for adherence to Charter elements and coordinate any revisions of Charter and Policies & Procedures with the Chairman of the Board
- Assist in the preparation of the agenda for Governing Board meetings
- Assist and develop public relations information for specific educational opportunities and activities
- Work collaboratively with other parent volunteers
- Assign parent volunteers/committees as needed
- Perform other duties similar to the above in scope and function and as assigned by the Board

II. Teacher Representative  
This individual provides communication between the Board and staff. This position is a voting member of the Board.

#### ***Duties:***

- Serve as liaison between the Board and teaching staff
- Serve as liaison between staff and the administration
- Provide information and advisement to staff on information pertinent to CCCS
- Provides a report to the staff within one week following each Board meeting

I. Community Representative

Those holding this position are expected to provide guidance and community stakeholder input on the vision and direction of CCCS, and to provide a liaison between the Board and the community of Paradise.

***Duties:***

- Serve as liaison between CCCS Governing Board and community stakeholders and
- business.
- Assist in establishing grant funding opportunities with foundations and corporations.
- To provide guidance and support in the establishment and implementation of strategic goals.
- Serve as an ambassador for CCCS and the charter schools movement.

**Section 6. RESTRICTION ON INTERESTED PERSONS AS BOARD MEMBERS.** No more than 49 percent of the persons serving on the Board 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, excluding any reasonable compensation paid to a Board Member as Board Member; 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.

**Section 7. BOARD MEMBERS’ TERM.** Each Board member shall hold office for two (2) years and until a successor Board Member has been designated and qualified. There is a two-term limit for all members, and the two terms are not required to be consecutive. Board member terms shall start on June 1 and end on May 31. If no qualified person is nominated for a particular Board position the end of the nomination period, the Board may appoint a willing former Board member to fill the position for the specified term.

**Section 8. NOMINATIONS BY COMMITTEE.** The Chairman of the Board or, if none, the President may appoint a committee to designate qualified candidates for election to the Board at least thirty (30) days before the date of any election. The nominating committee shall make its report at least seven (7) days before the date of the election or at such other time as the Board may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

**Section 9. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.** If more people have been nominated for Board Member than can be elected, no corporation funds may be expended to support a nominee without the Board’s authorization.

**Section 10. EVENTS CAUSING VACANCIES ON BOARD.** A vacancy or vacancies on the Board shall occur in the event of (a) the death, resignation, or removal of any Board Member; (b) the declaration by resolution of the Board of a vacancy in the office of a Board Member 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 Board Members; or (d) the failure of the Board to elect the number of Board members required to be elected at such meeting; (e) termination of employment with the Charter School and (f) the failure of a Parent Representative to have at least one child attending CCCS.

**Section 11. RESIGNATION OF BOARD MEMBERS.** Except as provided below, any Board Member may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board as a whole. The resignation shall be effective when the

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notice is given unless the notice specifies a later time for the resignation to become effective. If a Board Member's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 12. **BOARD MEMBER MAY NOT RESIGN IF NO BOARD MEMBER REMAINS.** Except on notice to the California Attorney General, no Board Member may resign if the corporation would be left without a duly elected Board Member or Board Members.

Section 13. **REMOVAL OF BOARD MEMBERS.** Board members are subject to removal from the Board for missing two consecutive regular meetings, for failing to perform their elected duties, for exhibiting obstructionist or disruptive behavior during Board meetings or for violating their Oath of Office, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal from office are given in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Furthermore, any Board Member may be removed, with or without cause, by the vote of the majority of the members of the entire Board under the conditions stated above. Any vacancy caused by the removal of a Board Member shall be filled as provided in Section 14.

Section 14. **VACANCIES FILLED BY BOARD.** Vacancies on the Board may be filled by approval of the Board or, if the number of Board Members then in office is less than a quorum, by (a) the affirmative vote of a majority of the Board Members then in office at a meeting held according to notice or (b) a sole remaining Board Member.

Section 15. **NO VACANCY ON REDUCTION OF NUMBER OF BOARD MEMBERS.** Any reduction of the authorized number of Board Members shall not result in any Board Members being removed before his or her term of office expires.

Section 16. **PLACE OF BOARD MEETINGS.** Meetings shall be held at the principal office of the Charter School or the Board may designate that a meeting be held at any place within the Charter School's jurisdiction that has been designated in the notice of the meeting. All meetings of the Board shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 17. **MEETINGS; ANNUAL MEETINGS.** All meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Board shall meet annually 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 may be specified and noticed by resolution of the Board.

Section 18. **REGULAR MEETINGS.** Regular meetings of the Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. At least 72 hours before a regular meeting, the Board shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.



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Section 19. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board of Board Members, if there is such an officer, or a majority of the Board. If a Chairman of the Board has not been elected then the President 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.

Section 20. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board may be held only after twenty-four (24) hours notice is given to each Board Member and to the public through the posting of an agenda. Board members shall be notified of special meetings as follows:

- a. Any such notice shall be addressed or delivered to each Board Member at the Board Member's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Board Member 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 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 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.

Section 21. QUORUM. A majority of the Board members then in office shall constitute a quorum. All acts or decisions of the Board will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the Board Members present at any meeting, the meeting shall be adjourned. Board members may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

Section 22. TELECONFERENCE MEETINGS. Members of the Board may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;

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- c. If the 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 Board 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 directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 23. **ADJOURNMENT.** A majority of the Board members present, whether or not a quorum is present, may adjourn any Board 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 Board Members who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 24. **COMPENSATION AND REIMBURSEMENT.** Board members may receive such compensation, if any, for their services as Board Members or officers, and such reimbursement of expenses, as the Board of Board Members may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 25. **CREATION AND POWERS OF COMMITTEES.** The Board, by resolution adopted by a majority of the Board members then in office, may create one or more committees, each consisting of two or more Board members and no one who is not a Board Member, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of Board members. The Board may appoint one or more Board members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Board Members' 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 a majority of all Board members;
- b. Fill vacancies on the Board or any committee of the Board;

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<sup>1</sup> This means that members of the Board who choose to use 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.

- c. Fix compensation of the Board members for serving on the Board or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board or appoint the members of committees of the Board;
- g. Expend corporate funds to support a nominee for Board Member if more people have been nominated for Board Member than can be elected; or
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its Board Members has a material financial interest.

The 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.

Section 26. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

Section 27. **NON-LIABILITY OF BOARD MEMBERS.** No Board members shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 28. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** The Charter School and the 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.

## **ARTICLE VIII OFFICERS OF THE CORPORATION**

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Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation, at the Board's direction, may also have a Chairman of the Board.

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

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

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

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. The Chairman of the Board may be removed by a 2/3<sup>rd</sup> vote of the Board of Directors.

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

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office.

Section 8. CHAIRMAN OF THE BOARD. If a Chairman of the Board is elected, he or she shall preside at the Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the President of the corporation set forth in these bylaws. If a Chairman of the Board is elected, there shall also be a Vice-Chairman of the Board. In the absence of the Chairman, the Vice-Chairman shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 9. VICE-CHAIRMAN OF THE BOARD. The Vice-Chairman shall preside at Board meetings in the absence of the Chairman of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 10. PRESIDENT. The President 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 or the bylaws may require.

Section 11. **VICE-PRESIDENTS.** If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board or the bylaws may require.

Section 12. **SECRETARY.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the Board Members present at Board and committee meetings; and the vote or abstention of each board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

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

Section 13. **TREASURER.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to Board Members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Board Member at all reasonable times.

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

## **ARTICLE IX CONTRACTS WITH BOARD MEMBERS**

Section 1. **CONTRACTS WITH BOARD MEMBERS.** The Corporation shall not enter into a contract or transaction in which a Board Member directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Board Members have a material financial interest) unless all of the following apply:

- a. The Board Member with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board meeting minutes.
- b. The Board Member with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested Board Member who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
- e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Board Members or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**ARTICLE X  
CONTRACTS WITH NON-BOARD MEMBER DESIGNATED EMPLOYEES**

Section 1. **CONTRACTS WITH NON-BOARD MEMBER DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-Board Member designated employee (e.g., key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Children's Community Charter School Conflict of Interest Policy have been fulfilled.

**ARTICLE XI  
LOANS TO BOARD MEMBERS AND OFFICERS**

Section 1. **LOANS TO BOARD MEMBERS AND OFFICERS.** This corporation shall not lend any money or property to or guarantee the obligation of any Board Member or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Board Member or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Board Member or officer would be entitled to reimbursement for such expenses of the corporation.

**ARTICLE XII  
INDEMNIFICATION**

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its Board Members, 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 by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

**ARTICLE XIII  
INSURANCE**

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

**ARTICLE XIV  
MAINTENANCE OF CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

**ARTICLE XV  
INSPECTION RIGHTS**

Section 1. BOARD MEMBERS’ RIGHT TO INSPECT. Every Board Member shall have the right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the Board Member’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational

records under FERPA) pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any Board Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board and committees of the Board at any reasonable time for a purpose reasonably related to the Board Member's interest as a Board Member. Any such inspection and copying may be made in person or by the Board Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal 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 Board members at all reasonable times during office hours.

## **ARTICLE XVI REQUIRED REPORTS**

Section 1. **ANNUAL REPORTS.** The Board shall cause an annual report to be sent to itself (the members of the 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 principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. 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 2. **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.** As part of the annual report to all Board Members, 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 Board Member and furnish to each Board Member 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,



**ADOPTED 12/8/14**

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 Board Member or officer of the corporation, its parent, or subsidiary (but mere common Board Membership 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 indemnification aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article XII of these Bylaws.

## **ARTICLE XVII BYLAW AMENDMENTS**

Section 1. **BYLAW AMENDMENTS.** The Board may adopt, amend or repeal any of these Bylaws by a majority of the Board Members 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 Children’s Community Charter School or make any provisions of these Bylaws inconsistent with that Charter, the corporation’s Articles of Incorporation, or any laws.

## **ARTICLE XVIII FISCAL YEAR**

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

**ADOPTED 12/8/14**

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Children's Community Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 19 pages, are the bylaws of this corporation as amended and adopted by the Board on OCTOBER 13<sup>TH</sup>, 2014.

Executed on OCTOBER 13, 2014 at Paradise, California.

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KAREN E. CRIST, Secretary