

**BYLAWS**  
**OF**  
**ROSS VALLEY CHARTER SCHOOL**  
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I**  
**NAME**

Section 1. NAME. The name of this Corporation is Ross Valley 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 the Corporation is Fairfax, 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 OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

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

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct and promote the Ross Valley Charter School (“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. The 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 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, 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).

## **ARTICLE VI CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation’s Board of Directors 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 (“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 of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, 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; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.

- 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. DESIGNATED BOARD MEMBERS AND TERMS. The number of Board Members shall be no less than five and no more than nine, unless changed by amendments to these bylaws. All Board Members 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 Board of Directors, the Corporation may appoint an additional Board Member to ensure an odd number of Board members. All directors shall be designated by the existing Board of Directors.

After the expiration of the terms of the initial board members:

- The teacher representative will be appointed by the Board after considering a nomination by the full time teacher employees of the Charter School.
- Two parent representatives will be appointed by the Board after considering nominations by the parents of students of the school with each student family having two votes.
- All other board members, except for the representative of the charter authorizer, will be appointed by the Board of Directors as vacancies occur.

The teacher representative shall recuse him/herself from any Board discussions and/or decisions relating to any personnel actions (hiring, contract extension, evaluation, discipline, termination), including those affecting the Director. This individual also shall not participate in any Board discussions and/or decisions in the areas of: salary table; bonuses for employees; allocation of resources if there is a conflict among staff members in this area; any student matters for students the teacher is currently instructing; personnel handbook approval; and matters surrounding working conditions or terms of employment.

Except for the initial Board of Directors, each Board Member shall hold office unless otherwise removed from office in accordance with these bylaws for two (2) years and until a successor Board Member has been designated and qualified. Terms for the initial Board of Directors shall be staggered with three (3) seats serving a three (3) year term and two (2) seats serving a two (2) year term. The initial Board of Directors shall be as follows:

NAME	EXPIRATION OF TERM
Chris Lyons (Teacher Representative)	June 30, 2017
Rana Barar (Parent)	June 30, 2017
Andrea Sumits (Parent)	June 30, 2016
Sharon Sagar (Community Member)	June 30, 2017
Conn Hickey (Community Member)	June 30, 2016

Section 4. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. BOARD MEMBERS' TERM. Each Board Member shall hold office for two (2) years and until a successor Board Member has been designated and qualified. Board members can be elected to multiple terms. In the event of adding new Board member(s) to expand the size of the Board, the Board shall determine the new Board member's term within the confines of Article VII Sections 3 and 5, and using whatever considerations seem appropriate in the circumstances, but paying particular attention to the importance of staggering Board terms. Board member terms shall generally expire on June 30, at the end of the fiscal year.

Section 6. NOMINATIONS BY COMMITTEE. The Chairman of the Board of Directors will appoint a committee to designate qualified candidates for election to the community member Board of Directors positions at least thirty (30) days before the date of any election of Board Members. 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 of Directors 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 7. 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 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors 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 Directors 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; or (c) the increase of the authorized number of Board Members.

Section 9. RESIGNATION OF BOARD MEMBERS. Except as provided below, any Board Member may resign by giving written notice to the Chairman of the Board, to the School Director, 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 Board Member's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. 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 11. REMOVAL OF BOARD MEMBERS. Any Board Member may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions 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). Any vacancy caused by the removal of a Board Member shall be filled as provided in Section 12.

Section 12. THE FILLING OF VACANT SEATS ON THE BOARD OF DIRECTORS. Vacancies on the Board of Directors may be filled by approval of the Board of Directors 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 regular or special meeting of the Board, or (b) a sole remaining Board Member. If the charter authorizer appoints a representative to serve on the Board of Directors, a vacancy in the seat of the authorizer's representative shall be filled by the authorizer. The teacher and parent representative Board seats shall be filled pursuant to the procedure specified in Section 3, except that if there is a vacancy in the initial parent seats prior to the enrollment of students and the nomination of candidates to fill the parent seat(s), then the vacancy in the parent seats shall be filled by the Board, with parents who have certified in Appendix B of the July 2015 Charter Petition that they are "meaningfully interested in enrolling their student(s) at the Ross Valley Charter School." When a vacant seat is filled, the original term shall remain unchanged.

Section 13. 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 14. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation. The Board of Directors may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 15. MEETINGS; ANNUAL MEETINGS. After charter approval, all meetings of the Board of Directors and its committees shall be called, noticed, and held 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). Prior to charter approval all meetings of the Board of Directors shall be held in compliance with the California Corporations Code. The Board of Directors shall meet annually in June for the purpose of organization, election of a Chair and Secretary, 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 Board of Directors in accordance with the Brown Act.

Section 16. REGULAR MEETINGS. After charter approval, regular meetings of the Board of Directors, including annual meetings, shall 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.

Section 17. SPECIAL MEETINGS. After charter approval, Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors or a majority of the Board of Directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 18. NOTICE OF SPECIAL MEETINGS. After charter approval, in accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Board Members shall also receive at least twenty-four (24) hours notice of the special meeting, in the manner:

- 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 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. 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 19. QUORUM. A majority of the Board Members then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the Board Members in attendance, based upon the presence of a quorum. Should there be less than a majority of the Board Members present at any meeting, the meeting shall be adjourned. The Board Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Board Members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or these Bylaws. 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 20. TELECONFERENCE MEETINGS. After charter approval,<sup>1</sup> 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 boundaries of the school district in which the Charter School operates;

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<sup>1</sup> Prior to charter approval, any Board of Directors meeting may be held by conference telephone, video screen communication, or other communications equipment consistent with the requirements of the California Corporations Code.

- 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>2</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. 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>3</sup>

Section 21. ADJOURNMENT. A majority of the Board Members 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 schedule 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 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as Board Members or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 23. 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 of the Board, 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 of Directors shall be by majority vote of the Board Members then in office. The Board of Directors 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 Directors' 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 Board of Directors or any committee of the Board;

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<sup>2</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>3</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 of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board of Directors 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 Board Members and non-Board Members. 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 Board Members then in office, advisory committees to serve at the pleasure of the Board.

Section 24. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' 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 of Directors' 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 of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 25. NON-LIABILITY OF BOARD MEMBERS. No Board Member shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 26. 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.

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

Section 1. OFFICES HELD. The officers of the Corporation shall be a Chairman, Vice-Chairman, President, who shall be known as the "School Director," a Secretary, and a Chief Financial

Officer. The officers, in addition to the corporate duties set forth in this Article VIII, may also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The officers of the Corporation shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 5. 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 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. CHAIRMAN OF THE BOARD. Once a Chairman 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. There shall also be a Vice Chairman of the Board of Directors who will be elected by the Board of Directors. In the absence of the Chairman, the Vice Chairman 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. SCHOOL DIRECTOR. The School 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 School Director shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors 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 of Directors and committee meetings; and the vote or abstention of each board member present for each action taken.

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

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors 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 of Directors or the bylaws may require.

Section 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer 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 Chief Financial Officer 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 Chief Financial Officer 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 of Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) render to the School Director, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer 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.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

Section 11. TEACHER LIAISON OFFICER. If the Teacher Representative Board Member is not a current teacher employed by the charter, the board may choose to elect a current teacher as Teacher Liaison Officer. The Teacher Liaison Officer will attend board meetings and contribute the perspective of the teaching staff of the school to the board and public during board deliberations as well as be responsible for keeping the teachers apprised of board deliberations and decisions.

## **ARTICLE IX CONTRACTS WITH DIRECTORS**

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 the Corporation's Board Members are Board Members and have a material financial interest) unless all of the requirements in the Ross Valley Charter School Conflict of Interest Code have been fulfilled.

## **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., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Ross Valley Charter School Conflict of Interest Code have been fulfilled.

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

Section 1. **LOANS TO BOARD MEMBERS AND OFFICERS.** The 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, the 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 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.

## **ARTICLE XIII INSURANCE**

Section 1. **INSURANCE.** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, 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.** The Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and

- c. Such reports and records as required by law.

## **ARTICLE XV INSPECTION RIGHTS**

Section 1. **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. 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 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.

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 of Directors and committees of the Board of Directors 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.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The 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 of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) 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 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 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, 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 indemnifications aggregating more than \$10,000 paid during the fiscal year to any Board Member or officer of the Corporation pursuant to Article XII of these Bylaws.

## **ARTICLE XVII BYLAW AMENDMENTS**

Section 1. BYLAW AMENDMENTS. The Board of Directors 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 Ross Valley 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.

## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Ross Valley Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of the Corporation as adopted by the Board of Directors on September 21, 2014 and amended on June 17, 2015, August 30, 2015, April 4, 2016, August 5, 2016 and November 8, 2018; and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_, California.

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KATHERINE LAKE, Secretary