

**BYLAWS**  
**OF**  
**CENTURY COMMUNITY CHARTER SCHOOL, INC.**

a California nonprofit public benefit corporation

Adopted April 22, 2004

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**Tabla de contenido**

1.	Nondiscrimination Policy.....	1
2.	Principle Office .....	1
3.	Membership.....	1
3.1	Voting Members.....	1
3.2	Nonvoting Members.....	1
4.	Board of Directors .....	2
4.1	Powers .....	2
4.2	Number of Directors and Qualification.....	2
4.3	Qualification.....	3
4.4	Terms of Office .....	3
4.5	Election of Directors .....	3
4.6	Representatives.....	3
4.7	Resignation.....	4
4.8	Removal for Cause .....	4
4.9	Vacancies.....	4
4.10	Compensation.....	5
4.11	Liability .....	5
4.12	Conflict of Interest.....	5
5.	Meetings of Board of Directors.....	5
5.1	Annual and Regular Meetings.....	5
5.2	Special Meetings .....	6
5.3	Emergency Meetings.....	6
5.4	Public Meetings.....	7
5.5	Location of Meetings.....	9
5.6	Request for Notice: Renewal; Annual Fee .....	10
5.7	Action Without Meeting.....	10
5.8	Posting Requirements.....	10
5.9	Waiver of Notice .....	11
5.10	Place .....	12
5.11	Quorum.....	12
5.12	Participation in Meetings by Conference Telephone .....	12
5.13	Conduct of Meetings .....	13

5.14	Agendas and Other Distributed Documents .....	14
5.15	Public Testimony at Meetings.....	14
5.16	Adjournment.....	15
6.	Closed Sessions .....	15
6.1	Closed Sessions for Certain Discussions.....	15
	Except as provided in this Article 6, the Board shall not hold any closed session. ....	15
6.1(a)	Employee Matters.....	15
6.1(b)	Application Early Withdrawal of Deferred Compensation Plan Funds .....	16
6.1(c)	Real Property Negotiations .....	16
6.1(d)	Pending Litigation .....	16
6.1(e)	Public Security, Facilities, Employees, National Security, Examination of Witness	18
6.2	Disclosure of Items to be Discussed at Closed Session .....	19
6.3	Descriptions of Closed Sessions.....	19
6.4	Minutes of Closed Sessions.....	21
6.5	Public Report of Actions Taken in a Closed Session.....	21
6.6	Prohibited Disclosure of Confidential Information Acquired in Closed Session .....	23
7.	Officers.....	23
7.1	Officers .....	23
7.2	Election.....	24
7.3	Resignation.....	24
7.4	Vacancies.....	24
7.5	Chair of the Board of Directors.....	24
7.6	Vice Chair of the Board of Directors .....	24
7.7	President .....	24
7.8	Vice Presidents .....	25
7.9	Secretary .....	25
7.10	Chief Financial Officer.....	25
7.11	Compensation and Reimbursement.....	25
7.12	Liability .....	25
8.	Committees.....	26
8.1	Appointment.....	26
8.2	Duties and Powers .....	26
8.3	Other Advisory Committees.....	26
8.4	Proceedings and Reports .....	26
9.	Indemnification .....	27
9.1	Indemnification .....	27
9.2	Advance of Expenses .....	27

9.3	Insurance .....	27
10.	Records and Reports.....	27
10.1	Corporate Records.....	27
10.2	Inspection .....	28
11.	Miscellaneous.....	28
11.1	Budget .....	28
11.2	Charter Amendments.....	28
11.3	Fiscal Year.....	28
11.4	Notices.....	28
11.5	Checks, Drafts, and Evidences of Indebtedness.....	28
11.6	Signing Contracts .....	29
11.7	Construction and Definitions.....	29
12.	Amendment .....	29

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**1. NONDISCRIMINATION POLICY**

This corporation was formed to operate a California public charter school in compliance with the Charter Schools Act of 1992, and to provide related educational services, tuition free, for students from low income families. There shall be no racial, gender, or ethnic discrimination in any aspect of the operation of the charter school. This corporation's charter school admits students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at the school and does not discriminate on the basis of race in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other school-administered program. For this purpose, "discrimination on the basis of race" includes discrimination on the basis of color and national or ethnic origin.

**2. PRINCIPLE OFFICE**

The Board of Directors shall fix the location of the principal office of the corporation at any place within the State of California, provided that the Board meets within the physical boundaries of the county in which the Charter School is located, in compliance with Education Code Section 47604.1(c)(1)(A).

**3. MEMBERSHIP**

**3.1 Voting Members**

This corporation shall have no voting members.

**3.2 Nonvoting Members**

Persons or entities who embrace the specific purposes of this corporation and meet the requirements set by the Board of Directors may be designated "members" by the Board, but such persons or entities shall not be entitled to vote or to exercise any of the other rights of "members" as defined in Section 5056 of the California Corporations Code.

## 4. BOARD OF DIRECTORS

### 4.1 Powers

Subject to limitations imposed by law, the Articles of Incorporation or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, 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. The responsibilities of the Board shall include:

- Approving and developing the educational and operational policies of the Century Community Charter School;
- Approving and monitoring the school's annual budget and fiscal affairs;
- Approving all major contracts;
- Recruiting, evaluating and hiring the school's credentialed teachers;
- Approving the school's personnel policies and overseeing the implementation of these policies by the school principal;
- Assessing educational needs and establishing priorities with the object of encouraging each student to realize his or her maximum potential;
- Appointing and removing directors on the Board in accordance with its Bylaws;
- Prescribing the duties of the Board except as otherwise provided in the Bylaws;
- Performing any and all duties imposed on it collectively or individually by law, the Articles of Incorporation, and the Bylaws of the corporation;
- Approval of salary schedule;
- Hiring of auditors;
- Participation in dispute resolution when necessary;
- Participation in student expulsion hearings;
- Approval of check registry;
- Approval of financial policies;
- Evaluation of the Principal; and
- Strategic planning.

### 4.2 Number of Directors and Qualification

The authorized number of directors shall be not less than **five** nor more than **nine** until changed in the manner specified in Article 10 (Amendment). The exact number of directors shall be **five** until changed, within the limits specified, by the Board of Directors, as provided in Article 10.

### **4.3 Qualification**

Among others, the Board will consist of persons from the following constituencies:

- A parent of a student of Century Community Charter School elected by the Parents Committee and approved by the Board;
- One Century Community Charter School teacher;
- Community members and community partners; and
- Other members of the staff of Century Community Charter School.

One person may be from more than one constituency (for example, one person could be a staff member and a parent).

All Directors shall have full voting rights, including any representative appointed by a charter authorizer as consistent with Education Code Section 47604(c). If a charter authorizer appoints a representative to serve on the Board, an additional director may be elected to ensure an odd number of Board members. No restrictions on the appointment, service or terms for removal of other members of the Board shall apply to a representative appointed by a charter pursuant to Education code Section 47604(c) and such appointee shall serve at the pleasure of and be removed only by the action of the charter authorizer.

### **4.4 Terms of Office**

The term of office of all members of the initial Board shall be one year. At the end of the first year, the Board shall provide for staggered terms of its directors, by designating approximately one-third of the directors to two-year terms, one-third to four-year terms, and one-third to six-year terms. Following the expiration of those designated terms, the term of each director elected shall continue for six years, except the term of any student and teacher representative of Century Community Charter School shall be one year. The term of office of a director elected to fill a vacancy begins on the date of the director's election, and continues for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal or death of a director, or for the term specified by the Board in the case of a vacancy resulting from the increase of the exact number of authorized directors.

### **4.5 Election of Directors**

The initial directors shall be appointed by the incorporator. All other directors shall be elected by the Board.

### **4.6 Representatives**

A Representative shall receive notices of all meetings of the Board of Directors as a courtesy, and shall have the right to attend and participate in meetings of the Board of Directors. A Representative shall not have the right to vote as a director, shall not be counted as a director in office, and shall not be

counted towards a quorum. A Representative shall not have any other duties, liabilities, or rights of a director. The number of Representatives shall not exceed **five** at any time. The Principal of the Charter School operated by this corporation shall serve as an *ex officio* Representative and shall remain a Representative for as long as he or she serves as Principal. Notwithstanding this section, any representative appointed by a charter authorizer as consistent with Education Code Section 47604(c) shall have full voting rights. If a charter authorizer appoints a representative to serve on the Board, an additional director may be elected to ensure an odd number of Board members. No restrictions on the appointment, service or terms for removal of other members of the Board shall apply to a representative appointed by a charter pursuant to Education code Section 47604(c) and such appointee shall serve at the pleasure of and be removed only by the action of the charter authorizer.”

#### **4.7 Resignation**

No director may resign if upon the effective date of such resignation the corporation would be left without a duly elected director or directors in charge of its affairs. Subject to the foregoing, any director may resign effective upon the delivery of written notice to the President or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

#### **4.8 Removal for Cause**

A director, other than a representative appointed by a charter authorizer pursuant to Education code 47604(c), may be removed from office, for cause, by a majority of directors present at a meeting duly held and at which a quorum is present. For this purpose, “cause” shall include:

- Failing to attend two or more of the Board’s regular scheduled meetings in any calendar year;
- Being declared of unsound mind by a final order of a court; or
- Being found by a final order or judgment of any court to have breached any duty imposed by the California Nonprofit Public Benefit Corporation Law.

#### **4.9 Vacancies**

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. No reduction of the exact or authorized number of directors shall have the effect of removing any director prior to the expiration of the director’s term of office. Vacancies in the Board of Directors may be filled by the vote of 2/3 of the directors present at a meeting at which there is a quorum. A director so appointed shall serve for the unexpired term of his or her predecessor and until a successor is elected and qualified.



#### **4.10 Compensation**

Members of the Board of Directors shall serve without compensation for their services as directors.

#### **4.11 Liability**

Except as provided by law, no director shall be personally liable for any debt, liability or obligation of this corporation.

#### **4.12 Conflict of Interest**

The corporation shall comply with Government Code Section 1090 et seq., the Political Reform Act of 1974 (Gov. Code Section 81000 et seq.), and any attendant regulations as they may be amended from time to time to the same extent and in the same manner as if the corporation were a noncharter California public school district, as well as any other applicable conflict of interest prohibitions, including prohibitions applicable to California non-profit corporations.

The corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of the corporation's directors are directors and have a material financial interest). The corporation shall not enter into a contract of 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 corporation's Conflict of Interest Code have been fulfilled. In the event that the laws/rules/provisions of Government Code Section 1090 et seq. and the Political Reform Act of 1974 permit an action or means of taking action that is restricted or prohibited by the other conflict of interest statute's laws/rules/provisions, the most restrictive law/rule/provision shall control.

No 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 twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

### **5. MEETINGS OF BOARD OF DIRECTORS**

#### **5.1 Annual and Regular Meetings**

All meetings of the Board of Directors shall comply with the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code), shall take place at least every month, reserving the right to cancel meetings during the summer and winter breaks. All

Board meetings are made public and posted in compliance with the Ralph M. Brown Act. The Board meetings shall be held within the physical boundaries of the county in which the Charter School is located, in compliance with Education Code Section 47604.1(c)(1)(A).

## **5.2 Special Meetings**

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the President, any Vice President, the Secretary or any two directors by delivering written notice to each director and Representative and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notices shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board. The written notice may be dispensed with as to any director who at or prior to the time the meeting convenes files with the Secretary a written waiver of notice. The waiver may be given by telegram. The written notices may also be dispensed with as to any director who is actually present at the meeting at the time it convenes.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

Notwithstanding any provisions in this section, special meetings shall be noticed in compliance with the Ralph M. Brown Act.

## **5.3 Emergency Meetings**

(a) (1) In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of Section 5.2 or both of the notice and posting requirements.

(2) Each local newspaper of general circulation and radio or television station that has requested notice of special meetings pursuant to Section 5.2 shall be notified by the Secretary one hour prior to the emergency meeting, or, in the case of dire emergency, at or near the time that the Secretary notifies the directors of the emergency meeting. This notice shall be given by telephone and all telephone numbers provided in the most recent request of a newspaper or station for notification of special meetings shall be exhausted. If telephone services are not functioning, the notice requirement of this Section 5.3 shall be deemed waived, and the Secretary shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

(b) During the meeting held pursuant to this Section 5.3, the Board may meet in closed session pursuant to Section 6.1(e) if agreed to by a two-thirds vote of the directors present, or, if less than two-thirds of the directors then in office are present, by a unanimous vote of the directors present.

(c) All special meeting requirements, as prescribed in Section 5.2, shall be applicable to a meeting called pursuant to this Section 5.3, with the exception of the 24-hour notice and posting requirements.

(d) As soon as possible after an emergency meeting called pursuant to this Section 5.3, the following shall be posted for a minimum of 10 days in a public place: the minutes of the meeting, a list of persons whom the Secretary notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting.

(e) For purposes of this Section 5.3, “emergency situation” means both of the following:

(1) An “emergency,” which means a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the directors then in office.

(2) A “dire emergency,” which means a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board to provide one-hour notice before holding an emergency meeting under this Section 5.3 may endanger the public health, safety, or both, as determined by a majority of the directors then in office.

Notwithstanding any provisions in this section, emergency meetings shall be noticed in compliance with the Ralph M. Brown Act.

#### **5.4 Public Meetings**

(a) All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in these Bylaws. The Board shall not take any action by secret ballot, whether preliminary or final.

For this purpose, “meeting” is defined pursuant to sections 5452.2 et seq of the Ralph M. Brown Act, and includes any congregation of a majority of the members of the Board at the same time and place to hear, discuss, or deliberate upon any time on which the Board may act.

(b) Except as authorized in Section 5.12 (Participation in Meetings by Conference Telephone), any use of direct communication, personal intermediaries, or technological devices that is employed by a majority of the members of the Board to develop a collective concurrence as to action to be taken on an item by the members of the Board is prohibited.

(c) Nothing in this Section 5.4 shall impose the requirements of this Section 5.3 upon any of the following:

(1) Individual contracts or conversations between a member of the Board and any other persons.

(2) The attendance of a majority of the members of the Board at a conference or similar gathering open to the public that involves a discussion of issues of general interest to the public or to charter schools, provided that a majority of directors do not discuss among themselves, other than as part of the scheduled program, business of a specified nature on which the Board may act. Nothing in this paragraph is intended to allow members of the public free admission to a conference or similar gathering at which the organizers have required other participants or registrants to pay fees or charges as a condition of attendance.

(3) The attendance of a majority of the directors at an open and publicized meeting organized to address a topic of local community concern by a person or organization other than this corporation, provided that a majority of the directors do not discuss among themselves, other than as part of the scheduled program, business of a specified nature on which the Board may act.

(4) The attendance of a majority of the directors at an open and noticed meeting of any committee of the Board, or at an open and noticed meeting of the Board, provided that a majority of the directors do not discuss among themselves, other than as part of the scheduled meeting, business of a specified nature on which the Board may act.

(5) The attendance of a majority of the directors at a purely social or ceremonial occasion, provided that a majority of the directors do not discuss among themselves business of a specified nature on which the Board may act.

(6) The attendance of a majority of the directors at an open and noticed meeting of a standing committee of the Board, provided that the directors who are not members of the standing committee attend only as observers.

(d) This Section 5.3 shall not prohibit directors from giving testimony in private before a grand jury, either as individuals or as a Board.

(e) All meetings of the Board that are open and public shall meet the protections and prohibitions contained in Section 202 of the American with Disabilities Act of 1990 (*42 U.S.C. Sec. 12132*) and the federal regulations implementing that law.

(f) Any person attending an open and public Board meeting shall have the right to record the proceedings with an audio or video tape recorder or a still or motion picture camera in the absence of a reasonable finding by the Board that the recording cannot continue without noise, illumination, or obstruction of view that constitutes, or would constitute, a persistent disruption of the proceedings.

(g) The Board shall not prohibit or otherwise restrict the broadcast of its open and public meetings in the absence of a reasonable finding that the broadcast cannot be accomplished without noise, illumination, or obstruction of view that would constitute a persistent disruption of the proceedings.

(h) This corporation shall not charge any fee for carrying out any provision of this Section 5.3.

### **5.5 Location of Meetings**

(a) Regular and special meetings of the Board shall be held in Los Angeles County, except to do any of the following unless doing so would be in violation of Education Code sections 47604.1 et seq:

(1) Comply with state or federal law or court order, or attend a judicial or administrative proceeding to which the corporation is a party.

(2) Inspect real or personal property which cannot be conveniently brought to Los Angeles County, provided that the topic of the meeting is limited to items directly related to the real or personal property.

(3) Participate in meetings or discussions of significance to other schools or school districts that are outside of Los Angeles County.

(4) Meet in the closest meeting facility if the corporation has no meeting facility within Los Angeles County, or at the principal office of the corporation if that office is located outside of Los Angeles County.

(5) Meet outside Los Angeles County with elected or appointed officials of the United States or the State of California when a local meeting would be impractical, solely to discuss a legislative or regulatory issue affecting the corporation and over which the federal or state officials have jurisdiction.

(6) Meet outside of Los Angeles County if the meeting takes place in or nearby a facility owned by the corporation, provided that the topic of the meeting is limited to items directly related to the facility.

(7) Visit the office of the corporation's legal counsel for a closed session on pending litigation held pursuant to Section 5.16(d), when to do so would reduce legal fees or costs.

(b) If, by reason of fire, flood, earthquake, or other emergency, it shall be unsafe to meet in the place designated, the meetings shall be held for the duration of the emergency at the place designated by the presiding officer of the Board or his or her designee in a notice to the local media that have requested notice pursuant to Section 5.2, by most rapid means of communications available at the time.

### **5.6 Request for Notice: Renewal; Annual Fee**

(a) Any person may request that a copy of the agenda, or a copy of all the documents constituting the agenda packet, of any Board meeting be mailed to that person. If requested, the agenda and documents in the agenda packet shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (*42 U.S.C. Sec. 12132*) and the federal regulations implementing that law. Upon receipt of the written request, the Secretary shall cause the requested materials to be mailed at the time the agenda is posted pursuant to Sections 5.2 and 5.8 or upon distribution to all, or a majority of all, of the directors, whichever occurs first.

(b) Any request for mailed copies of agendas or agenda packets shall be valid for the calendar year in which it is filed, and must be renewed following January 1 of each year. The Board may establish a fee for mailing the agenda or agenda packet, which fee shall not exceed the cost of providing the service.

(c) Failure of the requesting person to receive the agenda or agenda packet pursuant to this Section 5.6 shall not constitute grounds for invalidation of actions of the Board taken at the meeting for which the agenda or agenda packet was not received.

### **5.7 Action Without Meeting**

The Board may not act by written consent without a meeting.

### **5.8 Posting Requirements**

(a) At least 72 hours before a regular meeting, the Secretary shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. A brief general description of an item generally need not exceed 20 words. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

(b) If requested, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (*42 U.S.C. Sec. 12132*) and the federal regulations implementing that law. The agenda shall include information regarding how, to whom, and when a request for disability-related modification or accommodation, including auxiliary aids or services may be made by a person with a disability who requires a modification or accommodation to participate in the public meeting.

(c) The Board shall not undertake any action or discussion on any item that does not appear on the posted agenda, except that Board members or employees or agents of the corporation may, at the discretion of the presiding officer, briefly respond to statements made or questions posed by persons exercising their public testimony rights under Section 5.14. In addition, on their own initiative or in response to questions posed by the public, a Board member or, at the discretion of the presiding officer, an employee or agent of the corporation, may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, a Board member, or the Board, subject to the Board's rules or procedures, may provide a reference to an employee or agent of the corporation or to other resources for factual information, request employees or agents of the corporation to report back to the Board at a subsequent meeting concerning any matter, or take action to direct employees or agents of the corporation to place a matter of business on a future agenda.

(d) Notwithstanding subdivision (a) above, the Board may take action on items of business not appearing on the posted agenda under any of the conditions stated below. Prior to discussing any item pursuant to this subdivision, the Board shall publicly identify the item.

(1) Upon a determination by the Board that an emergency situation exists, as defined in Section 5.3.

(2) Upon a determination by a two-thirds vote of the directors present at the meeting, or, if less than two-thirds of the directors then in office are present, a unanimous vote of those directors present, that there is a need to take immediate action and that the need for action came to the attention of the Board subsequent to the agenda being posted as specified in subdivision (a).

(3) The item was posted pursuant to subdivision (a) for a prior Board meeting occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

Notwithstanding any provisions in this section, all meetings of the Board shall be posted in compliance with the Ralph M. Brown Act.

## **5.9 Waiver of Notice**

Notice of a meeting need not be given to any director or Representative who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the

meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director or Representative. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

### **5.10 Place**

Meetings of the Board shall be held at any place that has been designated by a resolution of the Board, or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

All Board meetings are made public and posted in compliance with the Ralph M. Brown Act. The Board meetings shall be held within the physical boundaries of the county in which the Charter School is located, in compliance with Education Code Section 47604.1(c)(1)(A).

### **5.11 Quorum**

A majority of the exact number of directors, but in no event fewer than three directors, shall constitute a quorum of the Board for the transaction of business. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as may otherwise be required by law.

In these Bylaws “action taken” means a collective decision made by a majority of the directors then in office, a collective commitment or promise by a majority of the directors then in office to make a positive or a negative decision, or an actual vote by the Board upon a motion, proposal or resolution.

### **5.12 Participation in Meetings by Conference Telephone**

(a) Directors and Representatives may participate in (and shall be deemed to be present at) a meeting through use of conference telephone or similar communications equipment, so long as all directors and Representatives participating in such meeting can hear one another.

(b) Notwithstanding any other provision of law, the Board may use teleconferencing for the benefit of the public and the Board in connection with any meeting or proceeding authorized by law. The teleconferenced meeting or proceeding shall comply with all requirements of Articles 5 and 6 of these Bylaws and all otherwise applicable provisions of law relating to a specific type of meeting or proceeding.

(c) Teleconferencing, as authorized by this Section 5.12, may be used for all purposes in connection with any meeting of the Board. All votes taken during a teleconferenced meeting shall be by roll call.



(d) If the Board elects to use teleconferencing, it shall post agendas at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations within Los Angeles County. The agenda shall provide an opportunity for members of the public to address the Board directly pursuant to Section 5.14 at each teleconference location.

(e) For the purposes of this section, “teleconference” means a meeting of the Board, the members of which are in different locations, connected by electronic means, through either audio or video, or both. Nothing in the Section 5.12 shall prohibit the Board from providing the public with additional teleconference locations.

A two-way teleconference location that complies with all requirements of the Brown Act and Education Code Section 47604.1(c) shall be established at each Charter School site.

### **5.13 Conduct of Meetings**

(a) A member of the public shall not be required, as a condition to attending a Board meeting, to register his or her name, to provide other information, to complete a questionnaire, or otherwise to fulfill any condition precedent to his or her attendance.

(b) If an attendance list, register, questionnaire, or other similar document is posted at or near the entrance to the room where the Board meeting is to be held, or is circulated to the persons present during the meeting, it shall state clearly that the signing, registering, or completion of the document is voluntary, and that all persons may attend the meeting regardless of whether a person signs, registers, or completes the document.

(c) If any Board meeting is willfully interrupted by a group or group of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of the individuals who are willfully interrupting the meeting, the presiding officer may order the meeting room cleared and continue the meeting. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this Section 5.13(c). The Board may establish a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

#### **5.14 Agendas and Other Distributed Documents**

Agendas of public meetings of the Board and any other writings, when distributed to all, or a majority of all, of the directors by any person in connection with a matter subject to discussion or consideration at a public meeting of the Board, shall be made available upon request without delay, subject to the exemptions from disclosure under the California Public Records Act. These documents shall be made available for public inspection at the meeting if prepared by the corporation or a director, or after the meeting if prepared by some other person. These writings shall be made available in appropriate alternative formats upon request by a person with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (*42 U.S.C. Sec. 12132*) and the federal regulations implementing that law. The corporation may charge a fee or deposit for a copy of the documents, except that a fee shall not exceed the direct cost of duplication and no surcharge shall be imposed on persons with disabilities in violation of Section 202 of the Americans with Disabilities Act of 1990 (*42 U.S.C. Sec. 12132*) and the federal regulations implementing that law.

#### **5.15 Public Testimony at Meetings**

(a) Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, on which the Board may act, provided that no action shall be taken on any item not reappearing on the agenda unless the action is otherwise authorized by Section 5.8(d). However, the agenda need not provide an opportunity for members of the public to address the Board on any item that has already been considered by a committee, composed exclusively of directors, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed since the committee heard the item, as determined by the Board.

(b) Every notice for a special meeting of the Board shall provide an opportunity for members of the public to directly address the Board concerning any item that has been described in the notice for the meeting before or during consideration of that item.

(c) The Board may adopt reasonable regulations to ensure that the intent of subdivisions (a) and (b) is carried out, including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker.

(d) The Board shall not prohibit public criticism of the policies, procedures, programs, or services of the corporation, or the acts or omission of the Board.

## **5.16 Adjournment**

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all directors are absent from any regular or adjourned regular meeting, the Secretary may declare the meeting adjourned to a stated time and place and shall cause a written notice of adjournment to be given in the same manner as provided in Section 5.2 for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings by resolution or bylaw.

## **6. CLOSED SESSIONS**

### **6.1 Closed Sessions for Certain Discussions**

**Except as provided in this Article 6, the Board shall not hold any closed session.**

#### **6.1(a) Employee Matters**

(1) The Board may hold closed sessions with the Board's designated representatives regarding the salaries, salary schedules, or compensation paid in the form of fringe benefits of the corporation's represented and unrepresented employees, and, for represented employees, any other matter within the scope of representation.

However, prior to the closed session, the Board shall hold an open and public session in which it identifies its designated representatives.

Closed sessions of the Board, as permitted in this Section 6.1(a), (1) shall be for the purpose of reviewing its position and instructing the corporation's designated representatives and (2) may take place prior to and during consultations and discussions with representatives of employee organizations and unrepresented employees.

Closed sessions with the corporation's designated representative regarding the salaries, salary schedules, or compensation paid in the form of fringe benefits may include discussion of the corporation's available funds and funding priorities, but only insofar as these discussions relate to providing instructions to the corporation's designated representative.

Closed sessions held pursuant to this Section 6.1(a) shall not include final action on the proposed compensation of one or more unrepresented employees.

For the purposes enumerated in this Section 6.1(a), the Board also may meet with a state conciliator who has intervened in the proceedings.

(2) For purposes of this Section 6.1(a), “employee” includes an officer or an independent contractor who functions as an officer or an employee, but shall not include any elected official, member of the Board, or other independent contractors.

#### **6.1(b) Application Early Withdrawal of Deferred Compensation Plan Funds**

The Board may hold closed sessions to discuss an employee’s application for early withdrawal of funds in a deferred compensation plan when the application is based on financial hardship arising from an unforeseeable emergency due to illness, accident, casualty, or other extraordinary event, as specified in the deferred compensation plan.

#### **6.1(c) Real Property Negotiations**

The Board may hold a closed session with its negotiator prior to the purchase, sale, exchange, or lease of real property by or for the corporation to grant authority to its negotiator regarding the price and terms of payment for the purchase, sale, exchange, or lease.

However, prior to the closed session, the Board shall hold an open and public session in which it identifies its negotiators, the real property or real properties which the negotiations may concern, and the person or persons with whom its negotiators may negotiate.

For purposes of this Section 6.1(c), negotiators may be members of the Board.

For purposes of this Section 6.1(c), “lease” includes renewal or renegotiation of a lease.

#### **6.1(d) Pending Litigation**

The Board may hold a closed session to confer with, or to receive advice from, its legal counsel regarding pending litigation when such legal counsel advises that discussion in open session concerning those matters would prejudice the position of the corporation in the litigation.

For purposes of this Section 6.1(d), “litigation” includes any adjudicatory proceeding, including eminent domain, before a court, administrative body exercising its adjudicatory authority, hearing officer, or arbitrator.

For purposes of this Section 6.1(d), litigation shall be considered “pending” when any of the following circumstances exist:

(1) Litigation, to which the corporation is a party, has been initiated formally.

(2) (A) A point has been reached where, in the opinion of the Board on the advice of its legal counsel, based on existing facts and circumstances, there is a significant exposure to litigation against the corporation.

(B) Based on existing facts and circumstances, the Board is meeting only to decide whether a closed session is authorized pursuant to Section 6.1(d)(2)(A).

(C) For purposes of paragraphs (A) and (B), “existing facts and circumstances” shall consist only of one of the following:

(i) Facts and circumstances that might result in litigation against the corporation but which the corporation believes are not yet known to a potential plaintiff or plaintiffs, which facts and circumstances need to be disclosed.

(ii) Facts and circumstances, including, but not limited to, an accident, disaster, incident, or transactional occurrence that might result in litigation against the corporation and that are known to a potential plaintiff or plaintiffs, which facts or circumstances shall be publicly stated on the agenda or announced.

(iii) The receipt of a written claim or some other written communication from a potential plaintiff threatening litigation, which claim or communication shall be available for public inspection pursuant to Section 5.14 (Agendas and Other Distributed Documents).

(iv) A statement made by a person in an open and public meeting threatening litigation on a specific matter within the responsibility of the Board.

(v) A statement threatening litigation made by a person outside an open and public meeting on a specific matter within the responsibility of the Board so long as the officer or employee of the corporation receiving knowledge of the threat makes a contemporaneous or other record of the statement prior to the meeting, which record shall be available for public inspection pursuant to Section 5.14 (Agendas and Other Distributed Documents). The records so created need not identify the alleged victim of unlawful or tortuous sexual conduct or anyone making the treat on their behalf, or identify a public employee who is the alleged perpetrator of any unlawful or tortuous conduct upon which a threat of litigation is based, unless the identity of the person has been publicly disclosed.

(vi) Nothing in this Section 6.1(d) shall require disclosure of written communications that are privileged and not subject

to disclosure pursuant to the California Public Records Act (Chapter 3.5 (commencing with Section 6250) of Division 7 of Title I of the California Government Code).

(3) Based on existing facts and circumstances, the Board has decided to initiate or is deciding whether to initiate litigation.

Prior to holding a closed session pursuant to this Section 6.1(d), the Board shall state on the agenda or publicly announce the subdivision of this Section 6.1(d) that authorizes the closed session. If the session is closed pursuant to subdivision (1), the Board shall state the title of or otherwise specifically identify the litigation to be discussed, unless the Board states that to do so would jeopardize the corporation's ability to effectuate service of process upon one or more un-served parties, or that to do so would jeopardize its ability to conclude existing settlement negotiations to its advantage.

The corporation shall be considered to be a "party" or to have a "significant exposure to litigation" if an officer or employee of the corporation is a party or has significant exposure to litigation concerning prior or prospective activities or alleged activities during the course of scope of that office or employment, including litigations in which it is an issue whether an activity is outside the course of the office or employment.

**6.1(e) Public Security, Facilities, Employees, National Security, Examination of Witness**

(1) Nothing contained in this Article 5 (meetings of the Board of Directors) shall be construed to prevent the Board from holding closed sessions with the Attorney General, district attorney, the corporation's counsel, sheriff, or chief of police, or their respective deputies, or a security consultant or a security operations manager, on matters posing a threat to the security of public buildings, a threat to the security of essential public services, including water, drinking water, wastewater treatment, natural gas service, and electric service, or a threat to the public's right of access to public services or public facilities.

(2) (A) Subject to paragraph (B), nothing contained in this Article 5 shall be construed to prevent the Board from holding closed sessions during a regular or special meeting to consider the appointment, employment, evaluation of performance, discipline, or dismissal of an employee or to hear complaints or charges brought against the employee by another person or employee unless the employee requests a public session.

(B) As a condition to holding a closed session on specific complaints or charges brought against an employee by another person or employee, the employee shall be given written notice of his or her right to have the complaints or charges heard in an open session rather than a closed session, which notices shall be delivered to the employee personally or by mail at least 24 hours before the time for holding the session. If notice is not given,

any disciplinary or other action taken by the Board against the employee based on the specific complaints or charges in the closed session shall be null and void.

(C) The Board also may exclude from the public or closed meeting, during the examination of a witness, any or all other witnesses in the matter being investigated by the Board.

(D) For the purposes of this subdivision (2), the term “employee” shall include an officer or an independent contractor who functions as an officer or an employee but shall not include any elected official, director or other independent contractors. Closed sessions held pursuant to this subdivision shall not include discussion or action on proposed compensation except for a reduction of compensation that results from the imposition of discipline.

Notwithstanding any provisions in this section, any closed session of the Board shall be noticed in compliance with the Ralph M. Brown Act.

## **6.2 Disclosure of Items to be Discussed at Closed Session**

(a) Prior to holding any closed session, the Board shall disclose, in an open meeting, the item or items to be discussed in the closed session. The disclosure may take the form of a reference to the item or items as they are listed by number or letter on the agenda. In the closed session, the Board may consider only those matters covered in its statement. Nothing in this Section 6.2 shall require or authorize a disclosure of information prohibited by state or federal law.

(b) After any closed session, the Board shall reconvene into open session prior to adjournment and shall make any disclosures required by Section 6.5 (Public Report of Actions Taken in a Closed Session) of action taken in the closed session.

(c) The announcements required to be made in open session pursuant to this Section 6.2 may be made at the location announced in the agenda for the closed session, as long as the public is allowed to be present at that location for the purpose of hearing the announcements.

## **6.3 Descriptions of Closed Sessions**

For purposes of describing closed session items pursuant to Section 5.8 (Posting Requirements), the agenda of a Board meeting may describe closed sessions as provided below.

(a) With respect to every item of business to be discussed in closed session pursuant to Section 6.1(c):

### **CONFERENCE WITH REAL PROPERTY NEGOTIATORS**

Property: (Specify street address, or if no street address, the parcel number or other unique reference of the real property under negotiation)

Agency negotiator: (Specify names of negotiators attending the closed session)(If circumstances necessitate the absence of a specified negotiator, an agent or designee may participate in place of the absent negotiator so long as the name of the agent or designee is announced at an open session held prior to the closed session.)

Negotiating parties: (Specify name of party (not agent))

Under negotiation: (Specify whether instruction to negotiator will concern price, terms of payment, or both)

(b) With respect to every item of business to be discussed in closed session pursuant to Section 6.1(d):

#### CONFERENCE WITH LEGAL COUNSEL--EXISTING LITIGATION

(Subdivision (1) of Section 6.1(d))

Name of case: (Specify by reference to claimant's name, names of parties, case or claim numbers), or

Case name unspecified: (Specify whether disclosure would jeopardize service of process or existing settlement negotiations)

#### CONFERENCE WITH LEGAL COUNSEL--ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to subdivision (2) of Section 6.1(d): (Specify number of potential cases)

(In addition to the information noticed above, the corporation may be required to provide additional information on the agenda or in an oral statement prior to the closed session pursuant to subparagraphs (ii) to (v), inclusive, of paragraph (c) of subdivision (2) of Section 6.1(d).)

Initiation of litigation pursuant to subdivision (3) of Section 6.1(d): (Specify number of potential cases)

#### LIABILITY CLAIMS

(c) With respect to every item of business to be discussed in closed session pursuant to Section 6.1(e):

#### THREAT TO PUBLIC SERVICES OR FACILITIES

Consultation with: (Specify name of law enforcement agency and title of officer, or name of applicable agency representative and title)

#### EMPLOYEE APPOINTMENT

Title: (Specify description of position to be filled)



## EMPLOYMENT

Title: (Specify description of position to be filled)

## EMPLOYEE PERFORMANCE EVALUATION

Title: (Specify position title of employee being reviewed)

## EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE

(No additional information is required in connection with a closed session to consider discipline, dismissal, or release of a public employee. Discipline includes potential reduction of compensation.)

(d) With respect to every item of business to be discussed in closed session pursuant to Section 6.1(a):

## CONFERENCE WITH LABOR NEGOTIATORS

Corporation-designated representatives: (Specify names of designated representatives attending the closed session)(If circumstances necessitate the absence of a specified designated representative, an agent or designee may participate in place of the absent representative so long as the name of the agent or designee is announced at an open session held prior to the closed session.)

Employee organization: (Specify name of organization representing employee or employees in question), or

Unrepresented employee: (Specify position title of unrepresented employee who is the subject of the negotiations)

### **6.4 Minutes of Closed Sessions**

The Secretary or a person designated by the presiding officer of the meeting shall attend each closed session of the Board and shall keep and enter in a minute book a record of topics discussed and decisions made at the meeting. The minute book shall be available only to directors or, if a violation of this Article 6 is alleged to have occurred at a closed session, to a court with jurisdiction over the matter.

### **6.5 Public Report of Actions Taken in a Closed Session**

(a) The Secretary shall publicly report any action taken by the Board in closed session and the vote or abstention of every member present thereon, as follows:

(1) Approval of an agreement concluding real estate negotiations pursuant to Section 6.1(c) shall be reported after the agreement is final, as specified below:

(A) If its own approval renders the agreement final, the Secretary shall report that approval and the substance of the agreement in open session at the public meeting during which the closed session is held.

(B) If final approval rests with the other party to the negotiations, the Secretary shall disclose the fact of that approval and the substance of the agreement upon inquiry by any person, as soon as the other party or its agent has informed the corporation of its approval.

(2) Approval given to its legal counsel to defend, or to seek or to refrain from seeking appellate review or relief, or to enter as an amicus curiae in any form of litigation as the result of a consultation under Section 6.1(d) shall be reported in open session at the public meeting during which the closed session is held. The report shall identify, if known, the adverse party or parties and the substance of the litigation. In the case of approval given to initiate or intervene in an action, the announcement need not identify the action, the defendants, or other particulars, but shall specify that the direction to initiate or intervene in an action has been given and that the action, the defendants, and the other particulars shall, once formally commenced, be disclosed to any person upon inquiry, unless to do so would jeopardize the agency's ability to effectuate service of process on one or more un-served parties, or that to do so would jeopardize its ability to conclude existing settlement negotiations to its advantage.

(3) Approval given to its legal counsel of a settlement of pending litigation, as defines in Section 6.1(d), at any stage prior to or during a judicial or quasi-judicial proceeding shall be reported after the settlement is final, as specified below:

(A) If the Board accepts a settlement offer signed by the opposing party, the Secretary shall report its acceptance and identify the substance of the agreement in open session at the public meeting during which the closed session is held.

(B) If final approval rests with some other party to the litigation or with the court, then as soon as the settlement becomes final, and upon inquiry by any person, the Secretary shall disclose the fact of that approval, and identify the substance of the agreement.

(4) Action taken to appoint, employ, dismiss, accept the resignation of, or otherwise affect the employment status of an employee in closed session pursuant to Section 6.1(e) shall be reported at the public meeting during which the closed session is held. Any report required by the paragraph shall identify the title of the position. The general requirement of this paragraph notwithstanding, the report of a dismissal or of the nonrenewal of any employment contract shall be deferred until the first public meeting following the exhaustion of administrative remedies, if any.

(5) Approval of an agreement concluding labor negotiations with represented employees pursuant to Section 6.1(a) shall be reported after the agreement is final and has been accepted or ratified by the other party. The report shall identify the item approved and the other party or parties to the negotiation.

(b) Reports that are required to be made pursuant to this Section 6.4 may be made orally or in writing. The Secretary shall provide to any person who has submitted a written request to the Secretary within 24 hours of the posting of the agenda, or to any person who has made a standing request for all documentation as part of a request for notice of meetings pursuant to Section 5.2 or 5.6, if the requester is present at the time the closed session ends, copies of any contracts, settlement agreements, or other documents that were finally approved or adopted in the closed session. If the action taken results in one or more substantive amendments to the related documents requiring retyping, the document need not be released until the retyping is completed during normal business hours, provided that the presiding officer of the Board or his or her designee orally summarizes the substance of the amendments for the benefit of the document requester or any other person present and requesting the information.

(c) The documentation referred to in paragraph (b) shall be available to any person on the next business day following the meeting in which the action referred to is taken or, in the case of substantial amendments, when any necessary retyping is complete.

(d) Nothing in this Section 6.4 shall be construed to require that the Board approve actions not otherwise subject to Board approval.

#### **6.6 Prohibited Disclosure of Confidential Information Acquired in Closed Session**

A person who acquires confidential information by being present in a closed session of the Board shall not disclose such information to a person not entitled to receive it, unless (a) the Board authorizes disclosure of that information or (b) the disclosure is permitted by applicable law. For purposes of this section, “confidential information” means a communication made in a closed session that is specifically related to the basis for the Board to meet lawfully in closed session.

### **7. OFFICERS**

#### **7.1 Officers**

The officers of the corporation shall consist of a President, Secretary and Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Chair of the Board of Directors, a Vice Chair of the Board of Directors, one or more Vice Presidents, one or more Alternate Secretaries or Financial Officers and such other officers as the Board of Directors may from time to time determined.

## **7.2 Election**

The officers of this corporation shall be chosen annually by, and shall serve at the pleasure of, the Board, subject to the rights, if any, of an officer under any contract of employment. The appointments to each office shall be reviewed at least once each year. The Chair of the Board shall be elected by the Board from among its members. Other officers may, but need not, be members of the Board of Directors. 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 the Chair of the Board or President.

## **7.3 Resignation**

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights if any, of the corporation under any contract to which the officer is a party.

## **7.4 Vacancies**

Any vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs by the Board of Directors.

## **7.5 Chair of the Board of Directors**

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, shall be a member of all committees and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no President or Vice President is elected, the Chair shall be the President.

## **7.6 Vice Chair of the Board of Directors**

In the absence of the Chair of the Board of Directors, the Vice Chair of the Board of Directors, if there is one, shall fulfill the duties of the Chair.

## **7.7 President**

The President shall report to the Board of Directors, shall be the chief executive officer and general manager of the corporation, and shall be responsible, subject to control and supervision by the Board of Directors, for the general supervision, direction and control of the business and affairs of the corporation. The President shall be a member of all committees (provided that the President shall not be a member of any committee that considers the President's compensation), shall appoint the chairs of standing committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no Chair of the Board of Directors or Vice Chair of the Board of Directors is elected, the President shall be the Chair.

## **7.8 Vice Presidents**

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and shall have such other power and duties as may be prescribed from time to time by the Board of Directors. If there is more than one Vice President, the Vice Presidents shall, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform the duties of the president in his or her absence or disability.

## **7.9 Secretary**

The Secretary shall keep or cause to be kept an accurate record of all meetings of the Board, provide copies of minutes to Board members, and shall be responsible for providing notice of meetings. The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board.

## **7.10 Chief Financial Officer**

The Chief Financial Officer shall be the custodian for all funds of this corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of this corporation shall be disbursed only on checks or other withdrawal orders of this corporation signed by such officers or other persons as may be specifically authorized by the Board. The Chief Financial Officer shall generally supervise the accounting and bookkeeping of this corporation, shall regularly report to the Board as to the financial condition and results of operations of this corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board. The Chief Financial Officer, for purposes of giving any reports or signing any certificates or other documents requiring the signature of the Treasurer, is deemed to be the Treasurer of this corporation.

## **7.11 Compensation and Reimbursement**

Officers of the corporation shall be entitled to compensation and reimbursement for expenses in accordance with corporate policy, but only if such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount.

## **7.12 Liability**

Except as provided by law, no officer shall be personally liable for any debt, liability or obligation of this corporation.

## **8. COMMITTEES**

### **8.1 Appointment**

The Board of Directors may create and appoint a standing Executive Committee, an Audit Committee, a Compensation Committee, committees to develop policy, to develop new programs and to develop and implement a strategic fund-raising plan, and committees for such special projects as the Board determines that the activities of this corporation require. Each such committee shall consist of two or more directors, shall be presided over by a chair appointed by the President and shall serve at the pleasure of the Board. No member of the Audit or Compensation Committee shall be a person who within the preceding five years has been compensated for services to the corporation. Any such committee must be created by resolution adopted by a majority of the number of directors then in office, provided a quorum is present. Appointments to committees shall be by a majority vote of the directors then in office. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

### **8.2 Duties and Powers**

Any standing committee, to the extent provided in the Board resolution, shall report its findings, and recommendations to the Board. Such committees shall be subject to the Brown Act. All actions and recommendations of a standing/advisory committee shall require ratification by the Board before being given effect.

### **8.3 Other Advisory Committees**

There shall be an Administrative Committee, and a Parents Committee, each of which shall be an advisory committee that advises the principal of this corporation's school. The Board may from time to time create and appoint such other advisory committees as it deems appropriate, consisting of directors and/or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any power of the Board. The second, third and fourth sentences of Section 8.1 (Appointment) shall not apply to advisory committees.

All actions and recommendations of advisory committees shall require ratification by the Board before being given effect.

### **8.4 Proceedings and Reports**

Regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of meetings of each committee and the presiding member of each committee shall regularly report to the Board on action taken by that committee.

## **9. INDEMNIFICATION**

### **9.1 Indemnification**

This corporation may, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation. For purposes of this Article 7, an “agent” of this corporation means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

The indemnification provisions binding the Century Community Charter School and its authorizer will be as stated in the Charter, or as otherwise agreed by the parties.

### **9.2 Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

### **9.3 Insurance**

Except as provided by law, this corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not this corporation would have the power to indemnify the agent against such liability.

The insurance provisions and policy limits binding the Century Community Charter School and its authorizer will be as stated in the Charter, or as otherwise agreed by the parties.

## **10. RECORDS AND REPORTS**

### **10.1 Corporate Records**

The corporation shall keep at its principal office:

- (a) Adequate and correct books and records of account;
- (b) A copy of these Bylaws, as amended to date; and
- (c) Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors.

## **10.2 Inspection**

Every director shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical properties of the corporation 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. This inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

## **11. MISCELLANEOUS**

### **11.1 Budget**

The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

### **11.2 Charter Amendments**

The corporation has submitted to the Lennox School District a petition to operate a charter school in Los Angeles County, California. No amendment to the charter shall be submitted to the Lennox School District unless it has been approved by the Board.

### **11.3 Fiscal Year**

The corporation's fiscal period for tax and financial accounting purposes shall end on June 30 unless another fiscal year is selected by the Board of Directors.

### **11.4 Notices**

All notices or other communications required or permitted by these Bylaws, except as otherwise specified by law, shall be in writing and shall be deemed delivered when personally delivered or, if mailed, upon deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent address of such person on the books of the corporation.

### **11.5 Checks, Drafts, and Evidences of Indebtedness**

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such



manner as, from time to time, shall be determined by resolution of the Board of Directors.

### **11.6 Signing Contracts**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or sign any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, 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 for any purpose or for any amount.

### **11.7 Construction and Definitions**

Unless the context otherwise requires for compliance with the Charter Schools Act of 1992, the Ralph M. Brown Act, or any other laws applicable to California Charter Schools, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person. All references in these Bylaws to the California Nonprofit Public Benefit Corporation Law shall be deemed to be such law as it may be amended and in effect from time to time. References to Articles and Sections are Articles and Sections of these Bylaws unless the context clearly indicates otherwise.

## **12. AMENDMENT**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of two-thirds of the directors then in office.

[End of Bylaws]