

1 **BYLAWS OF SANTA CRUZ MONTESSORI SCHOOL**

2 (Amended and Approved in August 2016)

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4 **Article 1: Offices**

5 **Section 1. Principal Office**

6 For the transaction of business, the principal office of Santa Cruz Montessori School, herein referred to as "the Corporation" is located in Santa Cruz County, California.

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9 **Section 2. Other Offices**

10 The Corporation may also have offices at such other places, within or without the state of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

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13 **Article 2: Purposes and Standards**

14 **Section 1. Purpose**

15 The primary purpose of this Corporation is to establish, conduct, operate, and maintain a Young Children's Community and primary school for the education of children below the age of six years, an elementary education below the age of twelve years, and a secondary school for the education of children below the age of eighteen years. The school shall be operated in general accordance with the educational philosophy of Dr. Maria Montessori.

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20 **Section 2. Standards**

21 Standards of the school are subject to the rules and regulations of the licensing agency of the California State Department of Education.

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23 **Article 3: Board of Directors**

24 **Section 1. Powers**

25 Subject to the provisions of California Nonprofit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by members of this Corporation, the activities and affairs of this Corporation shall be conducted by or under the direction of the Board of Directors. Members of the Board of Directors are herein referred to as "Trustees".

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30 **Section 2. Number Of**

31 The Corporation shall have an authorized minimum of twelve (12) and a maximum of fifteen (15) and one (1) non-voting member; collectively they shall be known as the Board of Directors. The number may be changed by amendments of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Board will consist of the following:

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35 (a) Eight (8) parent voting members. They will be elected annually for three-year terms. The Trustees shall divide themselves into three (3) groups, each comprised of approximately 1/3 of the total number of Trustees, so that the term of office of approximately 1/3 of their number shall expire each year at each annual meeting of the Board of Directors. Parent members of the Board of Directors shall be in good financial standing at the school having all tuition and enrollment fees current.

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40 (b) Two (2) community voting members. These Trustees from the community at large are recommended by the Chief operating officer and chosen by the majority vote of the Board in order to provide specific expertise and assist in community relations. They will serve three (3) year terms.

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43 (c) One (1) Honorary voting member. The Board has the option to appoint one member for the purpose of historical perspective. This honorary voting position is to be chosen from among any retired Board members that have served on the Board within the last two years. This member may not serve on the executive committee. They will serve a one (1) year term, to be elected annually by the Board. The Honorary Trustee shall serve as parliamentarian.

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47 (e) Four (4) staff voting members and one ex officio staff member. These Trustees will be comprised of the Chief operating officer, two faculty representatives from the Academic Senate, and one representative from the staff at large. The faculty and staff Trustees are nominated on a rotating basis by the Chief operating officer and approved by the Board. They shall serve two (2) year terms. To ensure that all three academic levels (primary, elementary, secondary) are represented on the Board of Directors, one additional faculty representative from the Academic Senate shall serve as an ex officio Trustee without a vote. Unless otherwise specifically indicated, references herein to the Trustees do not include this ex officio member.

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55 **Section 3. Duties**

56 It shall be the duty of the Trustees to support the school's mission and purpose by performing any and all duties imposed on

1 them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws. In
2 furtherance of these duties, Board Trustees shall: Hire the Chief operating officer and assess his/her performance. Ensure
3 effective long-range organizational planning. Ensure adequate resources through support of development and fundraising.
4 Manage resources effectively by overseeing the development of and approving the annual budget. Enhance the school's
5 public standing. Ensure the legal and ethical integrity of the school. Recruit and orient new Trustees and assess Board
6 performance. Meet at such times and places as required by these Bylaws. Create and appoint committees.

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8 **Section 4. Duties in the Absence of the Chief operating officer**

9 In the event that the school is without a Chief operating officer, Trustees shall govern the school using the guidelines set
10 forth in the school's Policies and Procedures manual. Specifically, Trustees shall: (a) Appoint and remove, employ and
11 discharge, and except as where otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all
12 officers, agents, and employees of the Corporation, in the absence of the Chief operating officer. (b) Supervise all officers,
13 agents, and employees of the Corporation to ensure their duties are performed properly, in the absence of the Chief
14 operating officer, except as otherwise provided in these Bylaws.

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16 **Section 5. Terms of Office**

17 The elected Trustees shall serve staggered three year terms commencing at the October Board meeting each year, as
18 specified in these Bylaws, and until his or her successor is elected and qualifies. Trustees whose terms of office have run out
19 may be re-elected immediately to serve no more than three consecutive terms.

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21 **Section 6. Compensation**

22 Trustees shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses
23 incurred in the performance of their regular duties as specified in Section 3 of this Article. Trustees may not be
24 compensated for rendering services to the Corporation in any capacity other than Trustee unless other compensation is
25 reasonable and is allowable under the provisions of Section 7 of this Article.

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27 **Section 7. Restriction Regarding Interested Trustees**

28 Notwithstanding any other provision of these Bylaws not more than 49% of persons serving on the Board may be interested
29 persons. For purposes of this Section, "interested persons" mean either: (a) any person currently being compensated by the
30 Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other
31 employee, independent contractor, or otherwise, extending any reasonable compensation paid to a trustee, as trustee; or (b)
32 any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law,
33 or father-in-law of any such person. Employees of the Corporation may fill only those Board seats specifically designated as
34 staff seats as specified in Section 2(c) of this Article.

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36 **Section 8. Removal or Resignation of Trustees**

37 The Board of Directors may declare vacant the seat of a Trustee whenever, by a majority vote of Trustees, the Board
38 determines in its judgment that the best interests of the Corporation would be served. Trustees may also be removed by a
39 majority vote of the Corporation at a membership meeting at which a quorum is present and rules for special notice were
40 followed as specified in Article 15, Section 4(e). Any Trustee may resign effective upon giving notice to the Executive
41 Committee of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Trustee may
42 resign from the Corporation if the Corporation would then be left without duly elected Trustees in charge of its affairs,
43 except upon notice to the Attorney General of the State of California.

44
45 **Section 9. Vacancies.**

46 Vacancies on the Board shall exist (1) on the death, resignation or removal of any Trustee, and (2) whenever the authorized
47 number of Trustees is increased. Vacancies on the Board may be filled by the approval of the Board or, if the number of
48 Trustees left is less than a quorum, by (1) the unanimous written consent of Trustees then in office; (2) the affirmative vote
49 of a majority of Trustees then in office, at a meeting held pursuant to notice or waivers of notice complying with these
50 Bylaws; or (3) a sole remaining Trustee. The members of this Corporation may elect a Trustee at any time to fill any
51 vacancy not filled by the Board. A person who is elected to fill a vacancy as provided by this Section shall hold office until
52 the next annual election of the Board of Directors.

53
54 **Section 10. Non-Liability of Trustees.**

55 The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

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57 **Section 11. Indemnification by Corporation of Trustees, Officers, Employees and Other Agents.**

1 To the extent that a person who is, or was, a trustee, officer, employee or other agent of this Corporation, has been
2 successful on the merits in defense of any civil, criminal, administrative or investigative proceedings, brought to procure a
3 judgment against such person by reason of fact that he or she is, or was an agent of the Corporation, or has been successful
4 in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably
5 incurred in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed by, and
6 in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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8 **Section 12. Insurance for Corporate Agents.**

9 The Board of Directors shall authorize the purchase and maintenance of insurance on behalf of any agent of the
10 Corporation (including a trustee, officer, employee or agent of the Corporation) against any liability other than for violating
11 provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted
12 against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation
13 would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California
14 Nonprofit Board Public Benefit Corporation Law.

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16 **Article 4: Meetings of the Board of Directors**

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18 **Section 1. Place of Meetings of Board.**

19 Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place
20 within or without the State of California, which has been designated from time to time by resolution of the Board of
21 Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid
22 only if held on the written consent of all Trustees given, either before or after the meeting, and filed with the Secretary of
23 the Corporation, or after all Board members have been given written notice of the meeting as herein provided for special
24 meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication
25 equipment, as long as all Trustees participating in such meeting can hear one another.

26
27 **Section 2. Regular Meetings of the Board.**

28 Trustees shall hold a regularly scheduled meeting of the Board in the months of October, December, January, February,
29 April, June, and August. The yearly schedule of monthly meeting dates shall be set at the October meeting.

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31 **Section 3. Special Meetings.**

32 Special meetings of the Board of Directors may be called by the President of the Board, the Vice President, the Secretary,
33 any two Trustees, or the Chief operating officer, and such meetings shall be held at the place, within or without the State of
34 California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal
35 office of the Corporation. A special meeting is open to the general membership unless it is determined by the Board to be a
36 closed meeting as outlined in Section 4 of this Article. When a special meeting is called to discuss an individual, that
37 individual will be informed of the meeting and has the option to be present.

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39 **Section 4. Closed Meetings.**

40 When in the course of a regular Board meeting it becomes necessary for the Board to call a closed session for reasons of
41 individual privacy or discussions of sensitive personnel issues, all guests will be excused unless otherwise determined by a
42 majority of Trustees present. If the discussion is about an individual or a group of individuals, those individuals will be
43 informed about the substance of the meeting by the Executive committee of the Board in writing within two days of the
44 meeting. If the discussion is about a staff member, that individual can elect to exclude staff Trustees from the closed session.
45 No vote may be taken in closed sessions.

46
47 **Section 5. Annual Meeting.**

48 The Annual Meeting of the Board shall be held each October. This meeting shall constitute a joint meeting with the
49 retiring Board members and new Board members. Officers of the new Board shall be elected after the close of business of
50 the retiring Board. In addition, pursuant to Section 2 of this Article, the weekday for the year's regular Board meetings shall
51 be chosen at the Annual Meeting of the Board.

52
53 **Section 6. Notice of Meetings.**

54 Written notice of regular meetings of the Board shall be personally delivered, delivered by e-mail, or mailed postage
55 prepaid to each member, not less than ten (10) days nor more than 90 days before the date of the meeting. If sent by mail,
56 the notice shall be deemed to be delivered on its deposit in the mail addressed to the member as their address appears in
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1 the Corporate records. Special meetings of the Board shall be held upon four (4) days notice by first class mail, e-mail,
2 personal delivery or by telephone.

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4 **Section 7. Contents of Notice.**

5 Notice of meetings not herein dispensed with shall specify, the place, day, and hour of the meeting. In the case of regular
6 meetings the notice shall state the purpose of the meeting as well as the matters which the Board intends to present for
7 action by its members. In the case of special meetings the specific purpose or purposes for which the meeting was called
8 shall be stated in the notice.

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10 **Section 8. Waiver of Notice and Consent to Holding Meetings.**

11 The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the
12 meeting had been duly held after proper call and notice, provided that either before or after the meeting, each Trustee
13 present or nor signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such
14 waivers and consents, or approvals shall be filed with the corporate records and made part of the minutes of the next
15 regular meeting.

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17 **Section 9. Quorum for Meetings.**

18 A quorum shall consist of 50% of currently seated voting Trustees. Except as otherwise provided in these Bylaws or in the
19 Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at
20 which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
21 The Trustees present at a duly called and held meeting, at which a quorum is initially present, may continue to do business
22 notwithstanding the loss of the quorum at the meeting, due to a withdrawal of Trustees from the meeting, provided that
23 any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or greater
24 percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

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26 **Section 10. Majority Action As Board Action.**

27 Every act or decision done or made by a majority of the voting Trustees present at a meeting duly held, at which a quorum
28 is present, is the act of the Board of Directors, unless the Articles of Incorporation, or Bylaws of this Corporation, or
29 provisions of California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of
30 committees (Section 5212), approval of contracts or transactions in which a trustee has a material financial interest (Section
31 5233) and indemnification of Trustees (Section 5238e), require a greater percentage or different voting rules for the
32 approval of a matter of the Board.

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34 **Section 11. Conduct of Meetings.**

35 Meetings of the Board shall be presided over by the President of the Board, in his or her absence, by the Vice-President or,
36 in the absence of each of these persons by a chairperson chosen by a majority of the Trustees present at the meeting. The
37 Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the
38 presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's
39 Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict
40 with these Bylaws, with the Articles of Incorporation of this Corporation, or with the provisions of California State Laws.

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42 **Section 12. Action By Unanimous Written Consent Without Meeting.**

43 Any action required or permitted to be taken by the Board of Directors under any provisions of law, may be taken without
44 a meeting, if all members of the Board shall, individually or collectively, consent in writing to such action. For the purposes
45 of this section, "all members of the Board" shall not include any "interested trustee" as defined in Section 5233 of the
46 California Nonprofit Public Benefit Corporation Law. Such written consents or consent shall be filed with the minutes of
47 the proceedings of the Board. Such written consent shall have the same force and effect as the unanimous vote of the
48 Trustees. Any certificate or other document filed under provisions of this law, which relates to action so taken, shall state
49 that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws
50 of this Corporation authorize the Trustees so to act, and such statement shall be prima facie evidence of such authority.

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52 **Article 5: Officers of the Corporation.**

53 **Section 1. Number of Officers.**

54 The officers of the Corporation shall be a President, Vice-President, Chief Financial Officer who shall be designated Chief
55 financial officer, and a Secretary. These four officers, along with the Chief operating officer, comprise the Executive
56 committee as described in Article 7, Section 1. One person may hold one office.

1 **Section 2. Qualification and Election.**

2 The officers of the Corporation shall be elected annually by and from the newly installed Board of Directors at the regular
3 Annual Meeting of the Board as set forth in Article 4, Section 5. The Board Resources committee shall compile a ballot
4 listing their suggestion for officers, and this ballot shall be presented at the regular October meeting of The Board. If the
5 election of officers is not held, such election shall be held as soon as is conveniently possible. Each officer shall hold office
6 until his or her successor shall have been duly qualified and elected.
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8 **Section 3. Subordinate Officers.**

9 The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve
10 such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of
11 Directors.
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13 **Section 4. Removal of Officers.**

14 Any officer may be removed, either with or without cause, by the Board of Directors. Any officer may resign at any time by
15 giving written notice to the Board of Directors, or to the President or Secretary of the Corporation. Any such resignation
16 shall take effect at the date of receipt of such notice or at any later date specified therein, the acceptance of such resignation
17 shall not be necessary to make it effective.
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19 **Section 5. Vacancies.**

20 Any vacancy of an officer's position shall be filled by the Board of Directors. In the event of a vacancy in any office other
21 than that of President, such vacancy may be filled temporarily by appointment by the Executive Committee until such time
22 as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board, may
23 or may not be filled as the Board shall determine.
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25 **Section 6. Duties of the President.**

26 The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of
27 Directors, be responsible for seeing that all resolutions of the Board are carried into effect, and shall oversee and be
28 responsible for the affairs of the Corporation. He or she shall perform all duties incident to his or her office and such other
29 duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be
30 prescribed from time to time by the Board of Directors. The President shall preside at all the meetings of the Board of
31 Directors and at the meetings of the members. Except as otherwise expressly provided by law, by the Articles of
32 Incorporation, or these Bylaws, he or she shall, in the name of the Corporation, upon approved authorization of the Board,
33 execute such deeds, mortgages, bonds, contracts, checks, or other instruments as prescribed and approved by the Board.
34 With regard to the routine functioning of the school, the President does not require Board approval for the execution of
35 school checks.
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37 **Section 7. Duties of the Vice-President.**

38 In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the
39 duties of the President, and when so acting, shall have the powers of, and be subject to all the restrictions on the President.
40 The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of
41 Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
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43 **Section 8. Duties of the Secretary.**

44 The Secretary shall:

45 (a) Certify and keep, at the principal office of the Corporation the original, or a copy of these Bylaws as amended or
46 otherwise altered to date. Whenever the Bylaws are amended or altered, the Secretary shall update the Bylaws and
47 distribute changed pages to Trustees by the next regular Board meeting after such amendments or alterations are made. (b)
48 Keep at the principal office of the Corporation a book of minutes of all meetings of the Trustees, and meetings of
49 committees of Trustees and members, recording therein the time and place of holding, whether regular or special, how
50 called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings
51 thereof.

52 (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

53 (d) Keep at the principal office of the Corporation a membership book containing the name and address of each of the
54 members, and in the case where membership has been terminated, he or she shall record such fact in the membership book
55 together with the date on which membership ceased and the members stated reason for termination of membership. e) In
56 general, perform all record keeping duties incident to the office of Secretary and such other duties as may be required by
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1 law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from
2 time to time by the Board of Directors.

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4 **Section 9. Duties of the Chief financial officer.**

5 Subject to the provisions of these Bylaws relating to Article 8, "Execution of Instruments, Deposits, and Funds," the Chief
6 financial officer shall:

7 (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such
8 funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board
9 of Directors. The Chief financial officer may give charge to the Business Manager and Chief operating officer to perform
10 these functions as necessary.

11 (b) Give charge to the Business Manager of the Corporation to receive, and give receipt for, monies due and payable to the
12 Corporation from any source whatsoever.

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

15 (d) Oversee the maintenance of adequate and correct accounts of the Corporation's properties and business transactions,
16 including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

17 (e) Exhibit at all reasonable times the books of account and financial records to any chief operating officer of the
18 Corporation, or to his or her agent or attorney, on request thereof.

19 (f) Render to the Trustees, whenever requested, an account of any or all of the transactions as Chief financial officer and of
20 the financial condition of the Corporation.

21 (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any
22 financial reports including, but not limited to, the Corporation Annual Report.

23 (h) Be the Chair of the Finance and Budget Committee.

24 (i) In general, perform all accounting duties incident to the office of Chief financial officer and such duties as may be
25 required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him
26 or her from time to time by the Board of Directors.

27 **Article 6: Officers of the School**

28 **Section 1. Chief operating officer.**

29 The Chief operating officer shall be the principal administrative officer of the school in all educational functions and shall
30 carry out all the policies established by the Board of Directors. The Chief operating officer shall have general supervision
31 over the academic and administrative operations of the school; direct and prescribe the course of study and discipline to be
32 observed therein; employ and discharge for cause all personnel, both academic and administrative, and prescribe their
33 duties, salary and terms of employment; and prepare and submit to the Board Of Directors annually and in no event later
34 than the regular February meeting, a proposed budget for the operation of the school for the next fiscal year.

35
36 **Section 2. Academic Senate.**

37 The school shall have an Academic Senate that shall support the school's mission to implement the Montessori philosophy.
38 The Academic Senate shall be composed of the head teachers for each class and the Chief operating officer. The members
39 of the Academic Senate are the stewards entrusted to interpret and uphold the Montessori philosophy and work proactively
40 to improve the school. They shall:

41 (a) Provide collegial support in the sharing of ideas and in classroom issues;

42 (b) Translate the philosophy into practical application;

43 (c) Discuss and address curriculum concerns;

44 (d) Communicate with the Board of Directors on academic issues.

45
46 **Article 7: Committees of the Corporation**

47 **Section 1. Executive Committee.**

48 The Executive Committee shall be the comprised of the Chief operating officer, President, Vice President, Chief financial
49 officer and Secretary of the Corporation:

50 (a) Powers and Duties: The Executive Committee shall act only during intervals between meetings of the Board. During
51 such intervals, the Executive Committee shall have and may exercise all the powers of the Board in the management of
52 property, business, and affairs of the Corporation. Except and unless expressly authorized by the Board to do so, the
53 Executive Committee shall not have the power to amend Articles of Incorporation or Bylaws of the Corporation; remove
54 or appoint the Chief operating officer or any member of the Board; dispose of any real property; buy, sell, or otherwise
55 dispose of assets of the Corporation having value in excess of \$25,000 or an amount determined by the Board; make
56 contractual agreements that involve more than 12 months; or take any action which has been reserved by the Board by
57 resolution or which is inconsistent with an applicable act of the Board. It should be clear that action is consistent with the
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1 working policy of the Board. At any time before or at the next regular Board meeting, the Board may set aside any decision
2 made by the Executive Committee.

3 (b) Meeting: The Executive Committee shall meet as necessary between regularly scheduled meetings of the Board.
4 Meetings may be called by the Chairperson or by two members of the committee.

5 (c) Quorum and Manner of Acting: A majority of the members of the Executive Committee shall constitute a quorum. The
6 committee may formulate further rules governing the conduct of business.

7 (d) Minutes of the Meetings: Minutes describing actions taken by the Executive Committee shall be distributed to all board
8 members before the next regular Board meeting. In addition, at each and every meeting of the Board, actions of the
9 Executive Committee taken since the previous Board meeting shall be reported to the Board and made part of the Board
10 minutes.

11
12 **Section 2. Standing Committees.**

13 The Corporation shall have nine (9) standing committees of the Board Of Directors. Such committees may consist of
14 persons who are not also Trustees of the Board. These committees shall act in an advisory capacity to the Board. They are
15 as follows: (1) Board Resources Committee, (2) Finance Committee, (3) Site and Facilities Committee, (4) Development
16 Committee, (5) Communications Committee, (6) Strategic Planning Committee, (7) Personnel Committee, (8) Social Events
17 Committee, and (9) Diversity Committee.

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19 All members of the standing committees shall be appointed and removed by the Board of Directors, and the terms of all
20 members of all standing committees shall expire at the time of the annual Board meeting in October. The President and
21 Chief operating officer shall be ex-officio voting members of each standing committee. All standing committees shall report
22 their activities at each regular Board meeting, in writing if requested, making recommendations directly to the Board on
23 matters referred to them or falling within their respective areas of responsibility.

24 (a) **The Board Resources Committee.** The Board Resources Committee shall propose and submit to the Board of
25 Directors names of persons nominated for election as Trustees of this Corporation (see Article 15, Section 11 and Article 5,
26 Section 2), develop and implement an annual orientation program for new Trustees, implement the annual Board
27 evaluation process, and plan Board retreats. This committee shall comprise one Board trustee, and two members at large.

28 (b) **The Finance Committee.** The Finance Committee shall give advice on the financial affairs of the school and shall
29 make recommendations to the Chief operating officer and Board from time to time in regard to operating and capital
30 expenditures, salaries, tuition, family fees and other charges to be assessed with respect to students attending the school and
31 other business affairs. Shall, with the Director and appropriate operational staff, provide oversight of financial audits. The
32 chief financial officer of the Board shall be the chair of this committee.

33 (c) **The Site and Facilities Committee.** The Site and Facilities Committee shall be responsible for identifying the
34 facility needs of the school and implementing improvements in conjunction with the administration.

35 (d) **The Development Committee.** The Development Committee shall identify and cultivate donors to the school,
36 organize and implement the Annual Giving Drive, work with administrative staff on grant proposals, and organize and
37 implement capital campaigns as needed.

38 (e) **The Communications Committee.** The Communications Committee shall be activated and tasked from time to
39 time by the Board to work with the school Chief operating officer to review, promote and implement the school's
40 Communications Plan.

41 (f) **The Strategic Planning Committee.** Every three to five years, the Strategic Planning Committee, as directed by
42 the Board of Trustees, will facilitate the development of the next Strategic Plan. Between planning cycles, the Strategic
43 Planning Committee will be a task-specific committee under the direction of the Chief operating officer, and will act as an
44 advisory/support committee to the Chief operating officer in regards to the coordination, review and assessment of the
45 current Strategic Plan.

46 (g) **The Personnel Committee.** The Personnel Committee shall be a task specific committee to periodically review and
47 present to the Board any recommendations for changing the following: staff and faculty evaluation process; salary
48 schedules; benefits package; personnel handbook; and grievance process. The membership of this committee shall be
49 limited to three members to be comprised of a Board Trustee (to be the chair of the committee), a faculty member, and the
50 Chief operating officer.

51 (h) **The Community Support Committee.** The Community Support Committee shall enrich the school community
52 by welcoming and supporting new families, providing help as needed for class and educational events, and planning and
53 hosting school celebrations that bring families together for fun and recreation.

54 (i) **The Diversity Committee.** The Diversity Committee will work with the Chief operating officer to promote and
55 support the goals in the school's Diversity Plan.

56
57 **Section 3. Other Committees.**

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1 The Corporation shall have such other committees as may from time to time be designated by the Board of Directors. Such
2 other committees may consist of persons who are not on the Board of Directors. These additional Committees shall act in
3 an advisory capacity only to the Board and shall clearly be titled as "advisory" committees. The President and Chief
4 operating officer shall be ex-officio, voting members of each advisory committee.

6 **Article 8: Execution of Instruments, Deposits and Funds**

8 **Section 1. Execution of Instruments.**

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

15 **Section 2. Checks and Notes.**

16 Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks,
17 drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be
18 signed by any two of the following: Chief financial officer, President, Chief operating officer, Business Manager, or
19 Administrative Assistant.

20 **Section 3. Deposits.**

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

24 **Section 4. Gifts.**

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

28 **Section 5. Sale of the School.**

29 The sale of the school, or of the school's real property, shall require the approval of two-thirds of the members of the
30 Corporation. Proxy votes regarding the sale of the school must be backed by written proxies specifically mentioning the
31 sale of the school. If this number of votes cannot be collected at a meeting of the Corporation, written authorizations must
32 be collected from two-thirds of the members.

35 **Article 9: Corporate Records and Reports.**

36 **Section 1. Maintenance of Corporate Records.**

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

38 (a) Minutes of all meetings of Trustees, committees of the Board, and the Corporation, indicating the time and place of
39 holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the
40 proceedings thereof;

41 (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and
42 accounts of its assets, liabilities, receipts, disbursements, gains and losses;

43 (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by
44 each member and the termination date of any membership;

45 (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection
46 by the members of the Corporation at all reasonable times during office hours.

48 **Section 2. Trustees' Inspection Rights.**

49 Every trustee shall have the absolute right, at any reasonable time, to inspect and copy all books, records and documents
50 specified in Section 1 of this Article and to inspect the physical properties of the Corporation.

51 **Section 3. Members' Inspection Rights.**

53 Every Member of this Corporation shall have the following inspection rights, for a purpose reasonably related to the
54 person's interest as a member:

55 (a) To inspect and copy the record of all members' names and addresses, at reasonable times, upon one (1) business days'
56 prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are
57 requested.

1 (b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an
2 alphabetized list of the names, address and voting rights of those members entitled to vote for the election of Trustees as of
3 the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to
4 the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made
5 available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of
6 which the list is to be compiled.

7 (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or
8 committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to
9 such person's interests as a member.

10
11 **Section 4. Right to Make Copy and Make Extracts.**

12 Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to
13 inspection includes the right to copy and make extracts.

14 **Section 5. Annual Report.**

15 The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of
16 the Corporation's fiscal year to all Trustees of the Corporation. This Corporation shall automatically send the annual
17 report to all members, along with an accompanying report from independent accountants or certification of the Chief
18 financial officer. The annual report shall contain the following information in appropriate detail:

19 (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

20 (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

21 (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

22 (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

23 (e) All information required by Section 6 of this Article. The annual report shall be accompanied by any report thereon of
24 independent accountants, or, if there is no such report, the certificate of the Chief financial officer that such statements
25 were prepared without audit from the books and records of the Corporation.

26
27 **Section 6. Annual Statement of Specific Transactions to Members.**

28 This Corporation shall mail or deliver to all Trustees and members a statement within one hundred twenty (120) days after
29 the close of the fiscal year that briefly describes the amount and circumstances of any indemnification or transaction of the
30 following kind: (a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which the
31 following had a direct or indirect material financial interest: (1) Any trustee or officer of the Corporation, or its parent or
32 subsidiary (a mere common Trusteeship shall not be considered a material financial interest). The above statement need
33 only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars
34 (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty
35 thousand dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnification or advances
36 aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Trustee or officer, except
37 that no such statement of indemnification was approved by the members pursuant to Section 5238(e)(2) of the California
38 Nonprofit Public Benefit Corporation Law. Any statement required by this section shall briefly describe the names of the
39 interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such
40 person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a
41 transaction with a partnership of which such a person is a partner, only the interest of the partnership need be stated. The
42 annual report shall include the information required by this section.

43
44 **Article 10: Fiscal Year.**

45 **Section 1. Fiscal Year of the Corporation.**

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

47
48 **Article 11: Amendment of Bylaws.**

49 **Section 1. Amendment.**

50 Any amendment of the Bylaws shall first be subject to the provisions of law governing public benefit nonprofit
51 Corporations. Subject to any power of the members of the Corporation to change or repeal these Bylaws under Section
52 5150 of the Corporations Code, the Board of Directors may alter, amend, or repeal a Bylaw, except where the Bylaw
53 amendment would materially and adversely affect the rights of the Corporation members as to voting or transfer. Further,
54 a Bylaw specifying or changing the fixed number of Trustees of the Corporation, the maximum or minimum number of
55 Trustees, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except by
56 approval of the members of this Corporation at a duly called meeting of the members.

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4 **Article 12 : Amendment of Articles**
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6 **Section 1. Amendment of the Articles of Incorporation.**

7 Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and the approval of
8 the members of this Corporation.
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13 **Article 13: Prohibition Against Sharing Corporate Profits and Assets**
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15 **Section 1. Prohibition Against Sharing Corporate Profits and Assets.**

16 No member, trustee, officer, employee, or other person connected with this Corporation, or any private individual, shall
17 receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however,
18 that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the
19 Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted
20 by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to
21 share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of the Corporation. All
22 members, if any, of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or
23 winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all
24 debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the Corporation and not
25 otherwise.
26

27 **Article 14: Membership**

28 **Section 1. Members.**

29 The Corporation shall have one class of members. Each family with one or more children enrolled in this school is
30 considered a "member". Membership in this Corporation is not transferable or assignable. Each member shall be entitled
31 to one vote on each matter submitted to a vote of the members.
32

33 **Section 2. Termination of Membership.**

34 The Board of Directors, by an affirmative vote of two-thirds of all Trustees, may suspend or expel a member for cause. Any
35 member may resign by filing a written resignation with the Secretary.
36

37 **Section 3. Procedures for Termination of Membership.**

38 The procedure for termination of a member shall be as follows:

39 (a) A notice shall be sent by certified mail to the last known address of the member. Such notice shall be sent at least fifteen
40 (15) days before the proposed effective date of expulsion.

41 (b) The member being expelled shall have an opportunity to be heard at a hearing to be held not less than five (5) days
42 before the effective date of the proposed expulsion. The notice of expulsion shall set the date, time and place of the hearing.
43

44 (c) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled,
45 suspended, or sanctioned in some way. The decision of the Board shall be final.

46 (d) The person expelled shall receive a refund of tuition already paid. The refund shall be prorated to return only the
47 unaccrued balance remaining for the period of the tuition payment.
48

49 **Article 15: Meetings of Members**

50 **Section 1. Place of Meetings.**

51 Meetings of members shall be held at the principal office of the Corporation or at such other place or places within or
52 without the State of California as may be designated from time to time by resolution of the Board of Directors.
53

54 **Section 2. Annual and Other Regular Meetings.**

55 The members shall meet annually anytime within the first 15 days of November for the purpose of meeting newly elected
56 Trustees and transacting other business as may come before the meeting. The annual meeting of members for the purpose
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58

1 of meeting newly elected Trustees shall be deemed a regular meeting and any reference in these Bylaws to regular meetings
2 of members refers to this annual meeting.

3
4 **Section 3. Special Meetings of Members.**

5 Special meetings of the members may be called by the Board of Directors or the President of the Corporation. In addition,
6 special meetings of the members for any lawful purpose may be called by 10 percent (10%) of the membership in a written
7 petition.

8
9 **Section 4. Notice of Meetings.**

10 (a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the
11 meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than thirty-five (35) days before
12 the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat. If
13 notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not
14 less than twenty (20) days before the meeting.

15 (b) Manner of Giving Notice. Notice of a membership meeting or any report must be given either personally or by mail or
16 other means of written communication, addressed to the member at the address of such member on the books of the
17 Corporation or given by the member to the Corporation for the purpose of Notice shall be deemed to have been given at
18 the time when deposited in the mail or sent by telegram or other means of written communication. All mailings must be
19 postmarked by the appropriate date as stipulated in these Bylaws.

20 (c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the
21 case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or

22 (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action
23 by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter, which
24 Trustees are to be elected, shall include the names of all those who are nominees at the time notice is given to members. (d)

25 Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the
26 request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be
27 transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chief operating officer,
28 President, Vice President and Secretary of the Corporation. The officer receiving the request shall within ten (10) calendar
29 days, cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting.
30 The date for such meeting shall be fixed by the Board and shall not be less than ten (10) nor more than thirty five (35) days
31 after the postmark date of the notice. If the notice is not given within ten (10) days after the receipt of the request, persons
32 calling the meeting may give the notice themselves.

33 (e) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the
34 following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the
35 general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

36 (a) Removal of Trustees without cause;

37 (b) Filling of vacancies on the Board by members if those vacancies have not been filled by the Board pursuant to Article 3,
38 Section 9 of these Bylaws;

39 (c) Amending the Articles of Incorporation; and

40 (d) An election to voluntarily dissolve the Corporation.

41
42 **Section 5. Quorum for Meetings.**

43 A quorum shall consist of thirty (30) percent of the voting members of the Corporation. The members present at a duly
44 called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a
45 quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a
46 quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a
47 quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes
48 represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting. When a
49 meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to
50 give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other
51 than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting.
52 However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall
53 be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting
54 shall not be adjourned for more than forty-five (45) days. Notwithstanding any other provision of this Article, if this
55 Corporation authorizes members to conduct a meeting with a quorum of less than 30% of the voting power, then, if less
56 than 30% of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a
57 matter unless the general nature of the matter was stated in the notice of the regular meeting.

1
2 **Section 6. Majority Action as Membership Action.**

3 Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting
4 at which a quorum is present, is the act of the members, unless the law, the Articles of Incorporation of this Corporation, or
5 these Bylaws require a greater number.
6

7 **Section 7. Voting Rights.**

8 Each member is entitled to the number of votes outlined in Article 14, Section 1 on each matter submitted to a vote by the
9 members. Voting at duly held meetings shall be by ballot.
10

11 **Section 8. Proxy Voting.**

12 Members entitled to vote shall be permitted to vote or act by proxy. Members entitled to vote shall have the right to vote
13 either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the
14 Secretary of the Corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its
15 execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3)
16 years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in
17 Section 5613 of the California Nonprofit Public Benefit Corporation Law. All proxies shall state the general nature of the
18 matter to be voted on and, in the case of proxy given to vote for the election of Trustees, shall list the nominees. Any issue
19 on a proxy may be marked "withhold" and shall not be counted as either a vote for or against the issue or nominee. All
20 proxies shall specify a choice between approval and disapproval for each matter intended to be acted upon at the meeting
21 for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect
22 to any such matter, the vote shall be cast in accordance therewith.
23

24 **Section 9. Conduct of Meetings.**

25 Meetings of members shall be presided over by the President of the Board. The Secretary of the Board shall act as
26 Secretary of all meetings of members. Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not
27 inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with any
28 provisions of law.
29

30 **Section 10. Action By Written Ballot Without a Meeting.**

31 Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Board
32 of Directors distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the
33 proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that where the
34 person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and
35 provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the
36 manner required for giving notice of meetings specified in these Bylaws. Approval of action by a written ballot shall be
37 valid only when the number of votes cast by ballot within the specified time period equals or exceeds the quorum required
38 to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that
39 would be required to approve the action at a meeting at which the total number of votes cast was the same as the number
40 of votes cast by ballot. Trustees shall be elected by written ballot. Such ballots for the election of Trustees shall list the
41 persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise
42 marked in a manner indicating that the authority to vote for the election of Trustees is withheld, they shall not be counted
43 as votes either for or against the election of a trustee. A written ballot may not be revoked after its receipt by the
44 Corporation or its deposit in the mail, whichever occurs first.
45

46 **Section 11. Reasonable Nomination and Election Procedures.**

47 This Corporation shall make available to members reasonable nomination and election procedures. In considering
48 nomination for Board service, the following standards must be met by all nominees and write-in nominees. Nominated
49 members must have at least four months service as a member of a Board Committee and have attended at least two Board
50 meetings in the last twelve months. Nominated members must have attended Journey & Discovery and comply with the Board
51 Board member agreement. On the last day of August each year, the President of the Board shall direct the Board
52 Resources Committee members to nominate members for election to the Board. A roster of the Board Resources
53 Committee, including telephone numbers, shall be posted in the school administrative office with notice of the same sent to
54 all members in subsequent newsletters. These notices shall inform all voting members that they may submit their own
55 nominations or the nominations of other members in writing to any member of the Committee up to the fourth Monday in
56 September with the final date so stipulated. The Board Resources Committee shall thereafter issue its slate of nominees,
57 including the names of all those nominees by October 1st. By October 1st, a list of all such nominees shall be sent by mail
58

to each voting member of the Corporation. These ballots will list all the nominees and shall provide a space for write-in nominees. A locked ballot box shall also be provided in the school administrative office and shall remain open for a minimum period of two consecutive weeks. A final date for voting prior to the member annual meeting will be stipulated. The ballot box shall be opened and ballots counted on the Monday prior to the October Board meeting with a minimum of two members at large present. These persons shall provide written statement that they were present. Newly elected Board members will be seated at the October Board meeting. At the Annual Meeting of the Corporation Members in November of each year, the members comprising the newly elected Board shall be announced by the Board Resources Committee Chairperson.

Section 12. Construction.

The foregoing Bylaws shall be construed in conformity with the provisions of California's Nonprofit Public Benefit Corporation Law (Sections 5110 *et seq.* of the California Corporations Code). To the extent any provision of the foregoing Bylaws does not so adhere to Sections 5110 *et seq.* of the California Corporations Law, such provision shall be amended as soon as practicable by the Board of Directors to conform within.