

## **FOURTH AMENDED BYLAWS**

### **OF**

## **CLARKSVILLE CHARTER SCHOOL**

### **a California Nonprofit Public Benefit Corporation**

#### **Article I OFFICES**

Section 1. **PRINCIPAL OFFICE.** The School Board shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside the State of California, and the corporation has one or more offices in the State of California, the School Board shall likewise fix and designate a principal office in the State of California.

Section 2. **OTHER OFFICES.** The corporation may also establish offices at such other places, both within and outside the State of California, as the School Board may from time to time determine or the activities of the corporation may require.

#### **Article II OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be to operate one or more California public charter schools.

#### **Article III NONPARTISAN ACTIVITIES**

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the public, nonprofit, nonpartisan, and charitable purposes described in its articles of incorporation. Notwithstanding any other provision in these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), or (b) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

#### **Article IV DEDICATION OF ASSETS**

The properties and assets of this corporation are irrevocably dedicated to the charitable purposes described in Article III above and in the articles of incorporation of this corporation. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of its directors or officers, or to any individual. On liquidation or dissolution of this corporation, all remaining assets of this corporation, after payment, or

provision for payment, of all debts and liabilities of this corporation, shall be distributed and paid over to an organization dedicated to charitable purposes that is exempt from federal income tax under IRC Section 501(c)(3) and that is exempt from California income tax under Section 23701d of the California Revenue and Taxation Code.

## **Article V NO MEMBERS**

Section 1. **NO MEMBERS.** The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 2. **AUTHORITY VESTED IN BOARD.** Any action that otherwise requires approval by a majority of all members, or approval by the members, requires only approval of the Board. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Board.

Section 3. **ASSOCIATES.** The corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

## **Article VI DIRECTORS**

Section 1. **POWERS.** Subject to the provisions of the Law and any limitations in the articles of incorporation and these bylaws, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the School Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the School Board shall have the following powers in addition to the other powers enumerated in these bylaws:

(a) To select and remove all of the other officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; fix their compensation; and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations that are consistent with law, the articles of incorporation, and these bylaws, as they deem appropriate and in the best interests of the corporation.

(c) To adopt, make, and use a corporate seal; and to alter the form of such seal.

(d) To borrow money and to incur indebtedness on behalf of the corporation, and to cause to be executed and delivered for the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(e) To change the principal executive office or the principal office in the State of California from one location to another; to cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside the State of California; and to designate any place within or outside the State of California for the holding of any School Board meeting or meetings.

(f) To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civic, religious, or similar purposes.

(g) To act as a trustee under any trust incidental to the principal objects of the corporation, and to receive, to hold, to administer, to exchange, and to expend funds and property subject to such trust.

(h) To receive endowments, devises, bequests, gifts, and donations of all kinds of property for its own use, or in trust, in order to carry out or to assist in carrying out, the objects and purposes of the corporation and to do all things and acts necessary or proper to carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts, and donations with full power to mortgage, sell, lease, or otherwise to deal with or dispose of the same in accordance with the terms thereof.

(i) To sell any property, real, personal, or mixed, owned by the corporation at any time, and from time to time upon such terms as the School Board may deem advisable, at public or private sale, for cash or upon credit.

(j) To retain sums received by the corporation uninvested, if, in the discretion of the board of trustees, such sums cannot be invested advantageously.

(k) To retain all or any part of any securities or property acquired by the corporation in whatever manner, and to invest and reinvest any funds held by the corporation, according to the judgment of the School Board without being restricted to the class of investments that the School Board is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under IRC Section 501 or Section 23701 of the California Revenue and Taxation Code.

(l) To invest funds received by the corporation in stocks, bonds, mortgages, loans, whether secured or unsecured, or other investments as the School Board shall deem advisable.

Section 2. NUMBER AND QUALIFICATION. The authorized number of directors shall be no less than three (3) and no more than five (5), unless changed by amendments to these bylaws, with the actual number to be determined from time to time by a resolution or motion of the board. Directors shall be elected by a vote of a majority of directors then in office. The School Board shall consist of at least three (3) directors unless changed by an amendment to these bylaws.

Section 3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. In accordance with the California Corporations Code, no more than 49 percent of the persons

serving on the School Board may be “interested persons” (as defined in this Section 3). An “interested person” is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a director as director; or (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 any such person. Spouses of staff are ineligible to serve as a member of the School Board to avoid any conflicts of interest under Government Code section 1090. The School Board and designated staff members are required to follow the recusal processes identified in the Government Code sections 1091 and 1091.5, and the Political Reform Act (Government Code sections 87100, *et seq.*).

Section 4. TERM OF OFFICE; EVENTS CAUSING VACANCIES ON BOARD. Each director shall hold office for two (2) years, which terms shall be staggered. A director may serve multiple terms of service. A vacancy or vacancies on the School Board shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the School Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the Law, Chapter 2, Article 3; and (c) the increase of the authorized number of directors.

Section 5. DIRECTOR SELECTION. New directors shall be selected at the sole discretion of the majority of the board at the time of selection. The board will entrust the governance team to advertise any director vacancies on its website and to the school community. Current board members may also recommend potential new directors to the board. The governance team will accept applications to fill available vacancies. The board is not obligated to select any applicant if it does not believe the applicant possesses the requisite skills, availability, demeanor, etc., suitable for the director position even if that means the position will remain vacant. At least one member of the School Board will be a community member or a parent of Clarksville Charter School student.

Section 6. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the president, secretary, the School Board, or the governance team. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the board may designate a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General of California, no director may resign if the corporation is left without a duly elected director or directors in charge of its affairs.

Section 7. REMOVAL OF DIRECTORS. Any director may be removed at any time by a majority vote of directors then in office, with or without cause.

Section 8. VACANCIES. Vacancies on the board shall be filled by the vote of a majority of directors then in office. Each director so elected shall hold office until expiration of the term of the replaced director, if mid-term, and for the term if voted in at the beginning of a new term.

Section 9. PLACE OF MEETINGS AND MEETINGS BY TWO-WAY AUDIOVISUAL PLATFORM OR A TWO-WAY TELEPHONIC SERVICE AND A LIVE WEBCASTING OF THE MEETING. Any meeting of the School Board may be held at any place within the county in which the greatest number of pupils who are enrolled in the School resides that has been designated from time to time by resolution of the board or in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal executive office of the corporation.

(a) Any meeting, annual, regular or special, may be held by two-way audiovisual platform or a two-way telephonic service and live webcasting of the meeting, so long as:

- All directors participating in the meeting can hear and see one another
- A quorum of the members are physically present at the location stated on the agenda within the county in which the greatest number of pupils who are enrolled in the School reside
- All such directors shall be deemed to be present in person at such a two-way audiovisual platform or a two-way telephonic service and live webcasting of the meeting.
- Prior written notice of any such meetings of the School Board shall be provided to the directors at least seventy-two (72) hours before the time of the holding of the meeting.

AB 2449 as outlined below: Two-way audiovisual platform or a two-way telephonic service and live webcasting of the meeting

When a quorum of the legislative body participates in a physical location open to the public, AB 2449 authorizes the remaining board members to participate remotely under two specific circumstances:

(1) **Just cause:** The member notifies the legislative body at the earliest possible opportunity, including at the start of a regular meeting, of their need to participate remotely for “just cause,” including a general description of the circumstances relating to their need to appear remotely at the given meeting. A member of the legislative body may not use the provisions of this clause for more than two meetings per calendar year.

“Just cause” is defined as any one of the following circumstances: (1) childcare or caregiving of a child, parent, grandparent, grandchild, sibling, spouse, or domestic partner that requires them to participate remotely; (2) a contagious illness that prevents a member from attending in person; (3) a need related to a physical or mental disability; or (4) travel while on business of the legislative body or another state or local agency.

(2) **Emergency Circumstances:** The member requests the legislative body to allow them to participate in the meeting remotely due to “emergency circumstances,” and the legislative body takes action to approve the request. “Emergency circumstances” means a physical or family medical emergency that prevents a member from attending in person. The legislative body shall request a general description of the circumstances relating to the member’s need to appear remotely at the given meeting. This description generally need not exceed 20 words and shall not require the member to disclose any medical diagnosis or disability, or any personal medical

information that is already exempt under existing law. For the purposes of this clause, the following requirements apply:

(a) A member shall request to participate remotely at a meeting pursuant to this clause as soon as possible.

(b) the legislative body may take action on a request to participate remotely at the earliest opportunity. If the request does not allow sufficient time to place proposed action on such a request on the posted agenda for the meeting for which the request is made, the legislative body may take action by majority vote on the emergency circumstances request at the beginning of the meeting.

AB 2449 imposes additional teleconferencing requirements, similar to the requirements imposed under AB 361, when less than a majority attends remotely for “just cause” or “emergency circumstances,” as described above. The additional requirements include, but are not limited to:

The legislative body must provide a way for the public to remotely hear, visually observe, and remotely address the legislative body, either by a two-way audiovisual platform or a two-way telephonic service and a live webcasting of the meeting.

Members participating through remote teleconferencing must participate through both audio and visual technology and members must publicly disclose at the meeting before any action is taken whether any other individuals 18 years of age or older are present in the room at the remote location with the member and the general nature of the member’s relationship with the individual.

**Section 10. ANNUAL AND REGULAR MEETINGS.** The annual meeting of the School Board shall be held each year on the date and time as may be fixed by the School Board. At such annual meeting, officers shall be elected, and any other proper business may be transacted. Other regular meetings of the School Board shall be held at such time as shall from time to time be fixed by the School Board.

All meetings of the School Board shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code sections 54950, *et seq.*, as said chapter may be modified by subsequent legislation. This Act requires that at least 72 hours before a regular meeting, and 24 hours before a special meeting, the School Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

**Section 11. SPECIAL MEETINGS.** Special meetings of the School Board for any purpose or purposes may be called at any time by the board president or a board majority.

Notice of the time and place of special meetings shall be delivered to each by telephone or via email addressed to each director at their email address as shown on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four days prior to the time of the holding of the meeting. In case such notice is by



telephone, it shall be delivered by telephone at least twenty-four (24) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to the person at the office of the director whom the person giving the notice has reason to believe will promptly communicate it to the director.

Section 12. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 below. Every act or decision done or made by the School Board requires a vote of the majority of the acting School Board subject to the provisions of Section 5212 of the Code (appointment of committees), Section 5233 of the Code (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 of the Code (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) of the Code (indemnification of directors).

Section 13. WAIVER OF NOTICE; CONSENT. Notice of a meeting required by the Corporations Code need not be given to any director who, either before or after the meeting, signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A notice of meeting shall also be deemed given to any director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that director. Notice of all meetings shall be given in accordance with the requirements of the Ralph M. Brown Act, California Corporations Code sections 54950, *et seq.*

Section 14. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given in the same manner as provided for special meetings unless notice is waived as provided for special meetings. A copy of the notice of adjournment shall be conspicuously posted on or near the door of the place where the adjourned meeting was held within 24 hours after the time of the adjournment.

Section 15. FEES AND COMPENSATION. Directors have the option to receive compensation through reimbursement for incurring ongoing expenses for travel expenses, to prepare for and participate in meetings of the Board, or compensation amount per meeting as determined by the resolution of the School Board. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for such services if compensation is awarded by the School Board.

## **Article VII COMMITTEES**

Section 1. COMMITTEES OF DIRECTORS. The School Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Appointments to such committees shall be by a majority vote of the directors then in office. The board may designate one or more directors as alternate members of any committee, who may replace any absent

member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board, shall be advisory only.

Section 2. MEETINGS AND ACTION. Meetings and action of committees of the board shall be governed by, and held and taken in accordance with, the provisions of Article VI of these bylaws, Sections 8 (place of meetings and meetings by telephone), 9 (annual and regular meetings), 10 (special meetings), 11 (quorum), 12 (waiver of notice), 13 (adjournment) and 14 (action without meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the School Board and its members, except for the following: (a) the time of regular and annual meetings of committees may be determined by resolution of the School Board as well as the committee; (b) special meetings of committees may also be called by resolution of the School Board; and (c) notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. Minutes of each meeting of any committee shall be kept and filed with the corporate records. The School Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws. If required by law, committee meetings shall be held in accordance with the Ralph M. Brown Act, California Government Code sections 54950, *et seq.*

## **Article VIII OFFICERS**

Section 1. OFFICERS. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the School Board such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VIII, shall be chosen by the School Board, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. OTHER OFFICERS. The School Board may appoint and may empower the president to appoint, such other officers as the activities of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the School Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, either with or without cause, by the School Board or, except in case of an officer chosen by the School Board, by any officer upon whom such power of removal may be conferred by the School Board.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall



not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 6. PRESIDENT. Subject to such supervisory powers, the president shall be the lead of the corporation and shall, subject to the control of the School Board, have general supervision, direction, and control of the activities and the officers of the corporation. They shall preside at all meetings of the School Board. They shall have the general powers and duties of management usually vested in the office of the president of the corporation and shall have such other powers and duties as may be prescribed by the School Board or the bylaws.

Section 7. TREASURER. In the absence or disability of the president, the Treasurer, if any, in order of their rank as fixed by the School Board or, if not ranked, the Treasurer designated by the School Board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The Treasurer shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the School Board or the bylaws and the president. The treasurer will review the monthly financials, audit, and the first and second interim reports. The treasurer may meet with the CFO and Executive Team to discuss any financial matters of the school.

Section 8. SECRETARY. The secretary shall take minutes from the board meeting and sign the minutes upon completion and review. keep the seal of the corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the School Board or by the bylaws.

## **Article IX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES**

Section 1. DEFINITIONS. For the purposes of this Article IX, the definition of the terms “agent”, “proceeding”, and “expenses” shall be governed by Section 5238 of the Code.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Code, or an action brought by the Attorney General of California or a person granted relator status by the Attorney General of California for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the Code, or brought by the Attorney General of California or a person granted relator status by the Attorney General of California for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3 for any of the following:

(a) Any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General of California.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article IX or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATIONS. Except as provided in Section 4 of this Article IX, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in

connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. **ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by the 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 as authorized in this Article IX.

Section 7. **OTHER INDEMNIFICATION.** No provision made by the corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the articles of incorporation, bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. **FORMS OF INDEMNIFICATION NOT PERMITTED.** No indemnification or advance shall be made under this Article IX, except as provided in Section 4 or Section 5(b), in any circumstance if it appears that:

(a) It would be inconsistent with a provision of the articles of incorporation, bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. **INSURANCE.** The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the 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 the corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the Code.

## **Article X RECORDS AND REPORTS**

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** The corporation shall keep (a) adequate and correct books and records of account kept either in written form or in any other form capable of being converted into written form and (b) minutes, in written form, of the proceedings of the School Board and committees of the board. All such records shall be kept at the corporation's principal executive office, or if its principal executive office is outside the State of California, at its principal office in this state.

Section 2. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The corporation shall keep at its principal executive office, or if its principal executive office is

not in the State of California, at its principal office in this state, the original or a copy of its articles of incorporation and bylaws, as amended to date, that shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal office in this state, the Secretary shall, upon the written request of any director, furnish to such director a copy of the articles of incorporation or bylaws, as amended to date.

Section 3. INSPECTION. Every director shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 4. ANNUAL REPORTS. The School Board shall cause an annual report to be sent to the directors within 120 days of the corporation's fiscal year end. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (e) Any information required by Section 5 of Article X.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, the corporation shall annually prepare and mail or deliver to each director within 120 days after the corporation's fiscal year-end, a statement (described below) of any transaction or indemnification (i) in which the corporation was a party and (ii) in which an "interested person" had a direct or indirect material financial interest, if any such transaction occurred. For this purpose, an "interested person" is any director or officer of the corporation.

The statement shall include the following information:

- (a) A brief description of any transaction during the previous fiscal year that involved more than \$50,000, or was one of a number of transactions in which the same interested

person had a direct or indirect material financial interest involving, in the aggregate, more than \$50,000;

(b) The names of interested persons involved in such transactions described in the preceding paragraph (a), their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided, however, that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated; and

(c) A brief description of the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article IX of these bylaws, unless that indemnification already has been approved by the directors under Section 5238(e)(2) of the Code.

## **Article XI GENERAL MATTERS**

Section 1. CHECKS, DRAFTS, 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 School Board.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. Except as otherwise provided in these bylaws, the School Board may authorize any officer or officers, agent or agents, to enter into any contract or execute 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 School Board 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.

Section 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The president, or any other person authorized by resolution of the School Board or by any of the foregoing designated officers, is authorized to vote on behalf of the corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the corporation. The authority granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by a proxy duly executed by said officer.

Section 4. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the 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, the masculine gender includes the feminine and neuter, and the term "person" includes both a corporation and a natural

person. All references in these bylaws to the Law, the Law, or to the Code shall be deemed to be those in effect from time to time.

**Article XII  
AMENDMENTS**

The board may adopt, amend, or repeal bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these bylaws will require a majority vote of the directors then in office; provided, however, that if the articles of incorporation of the corporation set forth the number of authorized directors of the corporation, the authorized number of directors may be changed only by an amendment of the articles of incorporation.

**CERTIFICATE OF SECRETARY**

The undersigned, being the duly elected and acting Secretary of Clarksville Charter School, a California nonprofit public benefit corporation, does hereby certify that the foregoing Fourth Amended Bylaws constitute the bylaws of this corporation as duly adopted at the meeting of the School Board of Clarksville Charter School on June 13, 2024

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13 day of June, 2024.



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Secretary



Title	4th Amended Bylaws
File name	Fourth_Amended_By...lle-_approved.pdf
Document ID	23f6f4f2e9e60edf9fc557a12a311f48700a08ca
Audit trail date format	MM / DD / YYYY
Status	● Signed

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## Document History



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