Golden Charter Academy

Golden Charter Academy

GCA Special Board of Trustees Meeting

Published on October 20, 2026 at 4:12 PM PDT
Amended on October 21, 2026 at 7:44 AM PDT

Date and Time

Thursday October 22, 2026 at 9:30 AM PDT

Location

Virtual: https://us02web.zoom.us/j/87266658269

452 N Pacific Avenue
Fresno, CA 93706

Agenda

		Purpose	Time
I.	**Opening Items**		**9:30 AM**
A.	Call the Meeting to Order		1 m
B.	Roll Call		1 m

Board of Trustees Members
Jene D'Ambrosio, Co-Chair
Zachary Fraser, Co-Chair, Treasurer

		Purpose	Time

Jeffie Hickman, Secretary
Wendy McCulley, Member
Dr. Kim Armstrong, Member

Corporate Officers
Robert Golden

C. Pledge of Allegiance

D. Approval of the Agenda — Vote

E. Public Comments — Discuss — 5 m

This portion of the meeting is set aside for members of the audience to make comments or raise issues that are not specifically on the agenda or items that may be on the agenda. Each presentation will be limited to three (3) minutes per person and the total time allotted to non-agenda items in accordance with the Brown Act, there shall be no action taken, nor should there be comments on, responses to, or discussion of a topic not on the agenda. Board members may: (1) acknowledge receipt of information/report; (2) refer to staff with no direction as to action or priority; or (3) refer a matter to another agenda. The Board is not obligated to make comments.

II. Consent Agenda

Consent agenda items are for routine matters that do not require discussion or deliberation by the Board. The Consent calendar permits the Board to approve multiple items in one action without discussion. All Board members have the right to remove a consent item from the consent calendar so that normal discussion and deliberation may take place. If a Board members' request that an item be removed from the Consent Agenda, the item will be pulled for discussion and separate action

III. Information / Discussion — 9:37 AM

A. Reports and Updates — FYI — 5 m

1. Administration Reports & Updates (Stephen Morris, Ed.D., Superintendent-Principal)

IV. Action Items — 9:42 AM

		Purpose	Time
A.	Consideration and Approval of GCA Improvement Plan GCA has developed an improvement plan to ensure our school continues to make academic progress. This plan will be submitted in our charter petition for renewal.		5 m
B.	Consideration and Approval of Certificate of Amendment Revised Articles of Incorporation CalSTRS Employer Directive 2026-01 and Form 0765—governing-document dissolution provisions under IRS Notice 2015-07.”		5 m
C.	Consideration and Approval of Revised Bylaws for GCA CalSTRS Employer Directive 2026-01 and Form 0765—governing-document dissolution provisions under IRS Notice 2015-07.”		5 m
D.	Consideration and Approval of Authorization for Execution of Form 0765 CalSTRS Employer Directive 2026-01 and Form 0765—governing-document dissolution provisions under IRS Notice 2015-07.”		5 m

V. Upcoming Events — 10:02 AM

A.	FALL FEST OCTOBER 30th Cancelled		5 m

VI. Board Member Comments — 10:07 AM

This is an opportunity for Board members to take comments/updates from fellow board members, address activities, correspondence, and operations, and/or acknowledge or recognize specific programs, activities, or personnel.

A.	Next Regularly Scheduled Meeting *TBD*	FYI	2 m

VII. Suggested Agenda Items

VIII. Closing Items

A.	Adjourn Meeting	Vote	

Coversheet

Consideration and Approval of GCA Improvement Plan

Section: IV. Action Items
Item: A. Consideration and Approval of GCA Improvement Plan
Purpose:
Submitted by:
Related Material: GCA 26-27 School Improvement Plan (1).pdf

GOLDEN CHARTER ACADEMY
SCHOOL OF ENVIRONMENTAL STEWARDSHIP

SCHOOL IMPROVEMENT PLAN

1 | Purpose and Approach

Golden Charter Academy ("GCA") developed this School Improvement Plan ("Plan") to establish focused, measurable strategies for accelerating student achievement and growth in English Language Arts (ELA) and mathematics. Informed by GCA's 2025–2026 assessment results and historical performance trends, the Plan prioritizes standards-aligned instruction, data-driven decision-making, and targeted academic interventions to improve student outcomes and support GCA's progress toward exiting the low-performing category. Identified improvement actions are already being implemented, building off the growth observed in prior years, with ongoing monitoring of student achievement and growth.

2 | Alignment to Adopted LCAP

Adopted LCAP Goal	Improvement Plan Emphasis
Goal 1 — Expert Learners: Critical and Systems Thinking	Standards-aligned ELA and mathematics instruction; coherent assessment and PLC cycles; targeted academic support, particularly for Socioeconomically Disadvantaged students, Students with Disabilities, and English Learners.

3 | Performance Snapshot and Case for Action

The aim of this Improvement Plan is to both continue student achievement and growth at GCA while also achieving outcomes that result in GCA exiting the low performing category. In order for both of these aims to occur, GCA is benchmarking its performance in ELA and math against the state average, as that is the process by which GCA's performance category will be established.

Improving ELA Growth and Achievement

GCA's and the State's Average ELA DFS/DFP* Over Time

	2023	2024	2025	2026	4-Yr. Change
GCA, All Students	-113	-84	-91.9	-83.7	29.3
State, All Students	-13.6	-13.2	-8.1	-7.5	6.1
Gap	**99.4**	**70.8**	**83.8**	**76.2**	**GCA + 23.2**

*Through the 2025 Dashboard the Distance From Standard ("DFS") terminology was used. Starting with the 2026 Dashboard, the terminology shifted to Distance From Proficiency ("DFP").

As shown above, in GCA's second year of operation there was a gap of 99.4 points between GCA and the state average. In 2026 that gap had closed by 23.2 points and was 76.2.

In addition to looking at the gap between the average score for all students, below GCA has also shown the difference in results for the three numerically significant student groups at GCA.

GCA's and the State's Average ELA DFS/DFP* Over Time

	2023	2024	2025	2026	4-Yr. Change
GCA, African American	-123	-105.7	-111.9	-93.7	29.3
State, African American	-59.6	-58.9	-51.3	-49.4	10.2
Gap	**63.4**	**46.8**	**60.6**	**44.3**	**GCA + 19.1**
GCA, Hispanic	-103.9	-59.2	-74.5	-73.8	30.1
State, Hispanic	-40.2	-39.3	-33.7	-32.2	8
Gap	**63.7**	**19.9**	**40.8**	**41.6**	**GCA + 22.1**
GCA, Socioeconomically Disadvantaged	-117.1	-91.5	-95.3	-92.2	24.9
State, Socioeconomically Disadvantaged	-42.6	-40.9	-35.3	-34.1	8.5
Gap	**74.5**	**50.6**	**60**	**58.1**	**GCA + 16.4**

Similar to the trend seen with the results for all students, each of the three student groups above is improving at a faster rate than the state average. African American students at GCA made 29.3 points of gain in the last four years compared to a gain of just 10.2 points for the same students across the state. Hispanic students outgained their statewide peers by 22.1 points (30.1 point gain at GCA compared to an eight point gain statewide). The third group, Socioeconomically Disadvantaged students, made almost triple the gains of the state average for this student group (24.9 vs. 8.5). Overall, these results show that GCA's educational program is producing student gains. Going forward, these gains need to continue in order for students to perform on par with their peers across the state.

Building on the growth demonstrated in recent assessment results, GCA will continue strengthening standards-aligned ELA instruction, with an emphasis on improving proficiency and closing performance gaps between GCA scholars and their statewide peers. Instructional planning and targeted academic supports will prioritize students performing below grade level, including Socioeconomically Disadvantaged students, Students with Disabilities, English Learners, and other identified student groups.

To support continued improvement, GCA will utilize Amplify ELA, scheduled i-Ready diagnostics, curriculum-based assessments, and CAASPP interim assessments to monitor progress and identify instructional needs. Through regular Professional Learning Community (PLC) collaboration, teachers will analyze student performance, adjust instruction, implement targeted interventions, and monitor growth throughout the school year.

Improving Math Growth and Achievement

GCA's and the State's Average Math DFS/DFP Over Time

	2023	2024	2025	2026	4-Yr. Change
GCA, All Students	-112.8	-103.8	-98.1	-82.7	30.1
State, All Students	-49.1	-47.6	-42.4	-38.9	10.2
Gap	**63.7**	**56.2**	**55.7**	**43.8**	**GCA + 19.9**
GCA, African American	-126	-118.3	-120.9	-92.7	33.3
State, African American	-104.5	-102.2	-95.8	-91.5	13
Gap	**21.5**	**16.1**	**25.1**	**1.2**	**GCA + 20.3**
GCA, Hispanic	-90.2	-90.5	-60.2	-65.3	24.9
State, Hispanic	-80.8	-79.2	-73.6	-69.9	10.9
Gap	**9.4**	**11.3**	**-13.4**	**-4.6**	**GCA + 14**
GCA, Socioeconomically Disadvantaged	-118.1	-109.7	-102.3	-90.9	27.2
State, Socioeconomically Disadvantaged	-80.8	-78.2	-72.9	-69.2	11.6
Gap	**37.3**	**31.5**	**29.4**	**21.7**	**GCA + 15.6**

Similar to the trend seen in ELA, GCA is closing the gap between the performance of its students in math and the state average. In fact, as shown above, Hispanic students at GCA, who outpaced the state's four-year growth by 14 points, have now performed higher than the state average for the past two years. GCA's African American students outgained the statewide growth by just over 20 points and have nearly caught up to their statewide peers, with a gap of just 1.2 points in 2026 - compared to a 21.5 point gap in 2023. If GCA's African American math scores had been above the state average in 2026 then GCA would have exited the low performing category. Overall, these results show that GCA's educational program is producing student gains. Going forward, these gains need to continue in order for students to perform on par with their peers across the state.

Building on the growth demonstrated in recent mathematics results, GCA will continue strengthening standards-aligned math instruction to accelerate achievement and further narrow performance gaps with statewide peers. Particular attention will be given to sustaining the progress of Socioeconomically Disadvantaged students and other historically underserved student groups while providing targeted support to scholars performing below grade level.

GCA will continue implementing SWUN Math, refining grade-level pacing and essential standards, and using curriculum-based assessments to identify areas requiring additional instruction. As with ELA, scheduled i-Ready diagnostics and CAASPP interim assessments will inform instructional decisions and intervention planning. Through regular Professional Learning Community (PLC) collaboration, teachers will analyze performance trends, adjust instructional strategies, provide targeted reteaching and enrichment, and monitor student growth throughout the school year.

Academic Progress Monitoring and Targets

- At each scheduled diagnostic window, review i-Ready growth in ELA and mathematics and identify targeted instructional responses for scholars performing either below grade level or not making sufficient growth, with particular attention to Socioeconomically Disadvantaged students, Students with Disabilities, and English Learners.
- Document evidence of monthly PLCs focused on standards-based planning, assessment analysis, instructional adjustments, and targeted interventions in ELA and mathematics.
- Monitor schoolwide and student-group ELA and mathematics performance against statewide results annually to evaluate progress toward exiting the low-performing category.

4 | Implementation Calendar and Monitoring

Period	Key Deliverables	Oversight
October 2026	Finalize ELA and math performance baselines, academic improvement targets, and instructional priorities. Review fall i-Ready data and identify scholars requiring targeted support.	Principal, Data Coordinator, PLC Leads
November 2026	Implement targeted ELA and math interventions; strengthen standards-aligned instruction and PLC data-review routines. Monitor intervention participation and instructional adjustments.	Instructional Leadership, PLC Leads, Teachers
December 2026	Review curriculum-based assessment results and intervention effectiveness. Analyze progress by student group and identify necessary instructional adjustments.	Principal, Data Coordinator, PLC Leads
January 2027	Complete implementation review; analyze winter i-Ready results; evaluate progress toward ELA and math improvement goals; document findings and next steps for continued monitoring.	Instructional Leadership; Board Progress Update

5 | Governance, Resource Alignment and Approval

The Principal will oversee implementation of the School Improvement Plan in collaboration with instructional leadership, the Data Coordinator, PLC leads, teachers, and special education and English Learner support personnel. Implementation will focus on strengthening ELA and mathematics instruction, monitoring student achievement and growth, and coordinating targeted academic interventions. The GCA Governing Board will receive updates on implementation progress, assessment outcomes, student-group performance, and instructional adjustments. School leadership will align existing resources and funding with identified academic improvement priorities to support sustained progress toward established achievement goals.

Coversheet

Consideration and Approval of Certificate of Amendment Revised Articles of Incorporation

Section: IV. Action Items
Item: B. Consideration and Approval of Certificate of Amendment Revised Articles of Incorporation
Purpose:
Submitted by:
Related Material:
GCA Certificate of Amendment of Articles of Incorporation CalSTRS CalPERS Amendments (4906-8161-6601.v1).pdf

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the President and Secretary, respectively, of The Golden Charter Academy, a California nonprofit public benefit corporation, with California Entity Number 4538893.

2. Paragraph 5, subsection d. of the Articles of Incorporation of this Corporation is amended to read as follows:

   > Upon the dissolution or final liquidation of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to another public school that meets the requirements of Section III.A of IRS Notice 2015-07, or shall be distributed to the State of California, a political subdivision of the State, or an agency or instrumentality of the State or of a political subdivision of the State.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____ _____
Robert D. Golden, President

Date: _____ _____
Jene D'Ambrosio, Secretary

4906-8161-6601, v. 1

Coversheet

Consideration and Approval of Revised Bylaws for GCA

Section: IV. Action Items
Item: C. Consideration and Approval of Revised Bylaws for GCA
Purpose:
Submitted by:
Related Material:
25-26_The Golden Charter Academy Bylaws (approved 2.19.2026) SIGNED (1) (002) Redlined (4908-0357-9353.v4).docx.pdf

BYLAWS
of
THE GOLDEN CHARTER ACADEMY
(A California Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

Section 1. NAME. The name of this Corporation is The Golden Charter Academy.

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of the Corporation is Fresno County, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also, in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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ARTICLE IV
CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V
DEDICATION OF ASSET

Section 1. DEDICATION OF ASSETS. The Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the charter governing the charter schools operated as or by the Corporation. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. Upon the dissolution or final liquidation of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to another public school that meets the requirements of Section III.A of IRS Notice 2015-07, or shall be distributed to the State of California, a political subdivision of the State, or an agency or instrumentality of the State or of a political subdivision of the State.

ARTICLE VI
CORPORATION WITHOUT MEMBERS

Section 1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("Board").

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

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

b) b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.

c) c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

d) d) Adopt and use a corporate seal.

Section 3. APPOINTED DIRECTORS AND TERMS. The number of directors shall be no less than five (5) and no more than eleven (11), unless changed by amendments to these bylaws. All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(c). If the charter authorizer designates a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members. All directors, except for the representative designated by the charter authorizer, shall be appointed by the existing Board of Directors.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49% of the persons serving on the Board of Directors may be interested persons. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERMS. Except for the initial Board of Directors, each director shall hold office unless otherwise removed from office in accordance with these bylaws and until a successor director has been designated and qualified. Board members are eligible to serve for three (3) years per term, with a maximum of two (2) consecutive three-year terms. Any Board member who serves a partial term of less than one and a half years will still be eligible for two full three-year terms. Any partial term of more than one and a half years will count as a full term.

Section 6. NOMINATIONS BY COMMITTEE. The Chair of the Board of Directors or, if none, the President will appoint a nominating committee to designate qualified candidates for appointment to the Board of Directors at least thirty (30) days before the date of any appointment of directors. The nominating committee shall make its report at least seven (7) days before the date of such designation or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by

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committee.

Section 7. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors 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 California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors.

Section 8. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chair of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 10. REMOVAL OF DIRECTORS. Any director, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a director shall be filled as provided in Section 11.

Section 11. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors, except for the representative appointed by the charter authorizer, may be filled by approval of the Board of Directors or, if the number of directors, then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director. A vacancy in the seat of the representative of the charter authorizer shall be filled by the charter authorizer.

Section 12. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

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Section 13. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation unless the Board of Directors designates another location in accordance with these bylaws. The Board of Directors may also designate that a meeting be held at any place within the physical boundaries of the county in which that charter school or schools are located. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act. A two-way teleconference location shall be established at each school site.

Section 14. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

Section 15. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designer shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 16. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. The Vice-Chair is authorized to call a special meeting in place of the Chair of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 17. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

a) Any such notice shall be addressed or delivered to each director at the director's email address, or as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
b) Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

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The notice of the special meeting shall state the time of the meeting, the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 18. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 19. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

a) At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which that charter school or schools are located;
b) All votes taken during a teleconference meeting shall be by roll call;
c) If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
d) All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;1
e) Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
f) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.2

Section 20. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

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

Section 22. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority to bring forward recommendations to the full Board. No committee may:

a) Fill vacancies on the Board of Directors or any committee of the Board;
b) Amend or repeal bylaws or adopt new bylaws.
c) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
d) Create any other committees of the Board of Directors or appoint the members of committees of the Board; The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 23. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Each Committee Chair shall be responsible for preparing agendas for all committee meetings. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 24. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 25. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy.

Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII
OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation, at the Board's direction, may also have a Chair of the Board and a Vice-Chair. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

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

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

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause provided that a statement of the reason or reasons have been mailed by registered mail to the officer for removal at least thirty (30) days before any final action is taken. This statement will be accompanied by a notice of the time when, and the place where, the board is to take action on the removal. The officer will be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

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

Section 7. CHAIR OF THE BOARD. If a Chair of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 8. PRESIDENT. The President, also known as the Chief Executive Officer (CEO) shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors, or the bylaws may require.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept at the Corporation's principal office or such other place as the Board of Directors may direct a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.

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

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

Section 10. CHIEF FINANCIAL OFFICERS. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

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

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

ARTICLE IX
CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

ARTICLE X
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

ARTICLE XI
LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XII
INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b)or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

ARTICLE XIII
INSURANCE

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

ARTICLE XIV
MAINTENANCE OF CORPORATE RECORDS

Section 1: MAINTENANCE OF CORPORATE RECORDS. The Corporate shall keep: a. Adequate and correct books and records of account; b. Written minutes of the proceedings of the Board and committees; and c. Such reports and records as required by law.

ARTICLE XV
INSPECTION RIGHTS

Section 1: DIRECTORS' RIGHT TO INSPECT. Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical property, and the records of each subsidiary, as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE XV1
REQUIRED RIGHTS

Section 1: ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation's fiscal year.

That report shall contain the following information, in appropriate detail:

a) The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal

year;

b) The principal changes in assets and liabilities, including trust funds;

c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

d) The Corporation's expenses or disbursement for both general and restricted purposes;

e) Any information required under these bylaws; and

f) An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporation will comply with Corporations Code section 6322.

ARTICLE XVII
BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these bylaws by a majority vote of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these bylaws inconsistent with such charter, the Corporation's articles of incorporation, or any laws.

ARTICLE XVIII
FISCAL YEAR

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

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CERTIFICATE OF SECRETARY

I certify that I am the duty elected and acting Secretary of the Golden Charter Academy, a California nonprofits public benefit corporation; that these bylaws, consisting of 12 pages, are the bylaws of the Corporation as adopted by the Board of Directors on **__10/22/2026__, 2026**.

Board Member Name:

Jene D'Ambrosio

Board Member Signature _____ Date: _____

Coversheet

Consideration and Approval of Authorization for Execution of Form 0765

Section: IV. Action Items
Item: D. Consideration and Approval of Authorization for Execution of Form 0765
Purpose:
Submitted by:
Related Material:
Signed CalSTRS Charter School Certification (Form 0765) (4901-0255-5534.v1).pdf

CALSTRS
HOW WILL YOU SPEND YOUR FUTURE?

CalSTRS Charter School/Nonprofit Public Benefit Corporation Certification (IRS Notice 2015-07)

Section 1: Charter School Identification

CHARTER SCHOOL NAME Golden Charter Academy
CHARTER SCHOOL COUNTY-DISTRICT-SCHOOL (CDS) CODE 10621660140764
NPBC NAME The Golden Charter Academy
NPBC MAILING ADDRESS 452 N Pacific Ave Fresno CA, 93706

Pursuant to Notice 2015-07, *Relief for Certain Participants in Section 414(d) Governmental Plans* (Notice 2015-07), the Internal Revenue Service (IRS) and the United States Treasury Department are expected to issue final regulations permitting a state or local retirement system to provide benefits for charter school employees and continue to qualify as an Internal Revenue Code section 414(d) governmental plan, provided that certain requirements are met. The IRS and the United States Treasury Department have identified those requirements in Section III.A of Notice 2015-07.

CalSTRS is permitting employees of the NPBC to be covered under CalSTRS in reliance on the certifications in Section 2 that the NPBC meets and will fully comply with the requirements of, all modifications to, amendments to, expansions of, or other changes to the requirements of Notice 2015-07, as of the date the 26 USC section 414(d) regulations go into effect.

Consistent with Section 47604 of the Education Code, and in accordance with their approved charter petition, the charter school identified in this section has elected to operate as, or be operated by, the nonprofit public benefit corporation (NPBC) identified above; and has elected to participate in CalSTRS or continue to participate in CalSTRS to provide benefits under the Teachers' Retirement Law for its employees who perform creditable service for a charter school which is eligible to receive state apportionment.

Section 2: Certification

Check one:

☐ I certify the charter school has publicly available written contractual agreements with each employee to perform creditable service under the

Teachers' Retirement Law, specifying which charter school the service is being performed at. A true and correct copy of all written contractual agreements for eligible employees will be updated and maintained by the charter school. The charter school will furnish copies of any written contractual agreements at any time upon CalSTRS request.

☑ I certify the NPBC meets the following requirements from Notice 2015-07 and further requirements imposed by the Teachers' Retirement Law:

(a) NPBC is a nonsectarian independent public school that serves a governmental purpose by providing tuition-free elementary or secondary education, or both.

(b) NPBC is established and operates a charter school in accordance with the Charter Schools Act of 1992, as amended, authorizing NPBC to create or establish one or more independent public schools.

(c) Participation in CalSTRS for NPBC's employees is contingent on each employee having a written contract to perform creditable service under the Teachers' Retirement Law and only for those employees who actually perform creditable service activities under that contract. A true and correct copy of all written contracts for eligible employees will be updated and maintained by NPBC. NPBC will furnish copies of any written contracts at any time upon the request of CalSTRS.

(d) NPBC satisfies either of the following:

(1) NPBC's governing board or body is controlled by the State of California, a political subdivision of the state, or an agency or instrumentality of the state or political subdivision. NPBC confirms that the state or political subdivision has the power to nominate, appoint, remove, and replace a majority of the members of the NPBC's governing board or board, or a majority of the members of the NPBC's governing board or body are publicly nominated and elected under state law.

(2) NPBC satisfies all of the following requirements:

(i) The primary source of NPBC's funding is from the State of California, a political subdivision of the state, or an agency or instrumentality of the state or political subdivision.

(ii) The rights of NPBC's employees to their accrued benefits under CalSTRS are not dependent on whether NPBC continues to

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participate in CalSTRS, and in the event NPBC ceases participation in CalSTRS, a governmental entity in the State of California has responsibility for the accrued benefits of NPBC's employees, including the continued funding of the accrued benefits, to no lesser extent than a governmental entity has responsibility for the continued funding of the accrued benefits of the employees of any other participating employer of CalSTRS in the event that other employer were to cease to be a participating employer under CalSTRS.

(iii) NPBC is part of a local educational agency, as defined in 20 U.S.C. 7801(26) (or is its own local educational agency), and is subject to the significant regulatory control and oversight by the State of California, a political subdivision of the state, or an agency or instrumentality of the state or political subdivision of the state as further described in Section IIIA, paragraphs (d)(2)(iii)(1) and (d)(2)(iii)(2), of Notice 2015-07.

(e) All financial interests of ownership in NPBC are held by the State of California, a political subdivision of the state, or an agency or instrumentality of the state or political subdivision of the state. The State of California, a political subdivision of the state, or an agency or instrumentality of the state are entitled to NPBC's net assets upon dissolution or final liquidation of NPBC, or those net assets will be transferred to another public school that satisfies the requirement in Section III.A of Notice 2015-07.

(f) NPBC has governing documents that require its net assets, upon dissolution or final liquidation of NPBC, to be distributed to either a public school that meets the requirement of Section III.A of Notice 2015-07 or that its net assets will be transferred to the State of California, a political subdivision of the state, or an agency or instrumentality of the state or political subdivision. A true and correct copy of all such documents will be updated and maintained by NPBC. NPBC will furnish copies of any such documents at any time upon the request of CalSTRS.

NPBC certifies and acknowledges its employees' participation in CalSTRS is conditioned on the promises and representations above. NPBC further understands that CalSTRS will be obligated to comply with the final regulations issued pursuant to 26 USC section 414(d). Should NPBC fail to timely comply with any and all applicable requirements of Notice 2015-07 and final regulations issued under 26 USC section 414(d), CalSTRS may be required to terminate NPBC's participation in CalSTRS, including cancellation of all benefits and any service credit accrued for employees and retirees of NPBC.

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Section 3: Required Signature

The undersigned is the duly appointed representative and is authorized to sign on behalf of the charter school, the NPBC or both.

By signing below, the undersigned represents under penalty of perjury under the laws of the State of California and further subject to the criminal penalties described in Section 22010 of the Education Code that all the information on this form is true and correct. The undersigned further acknowledges that if any information on this form is incorrect, CalSTRS reserves the right to refer the undersigned's and NPBC's or charter school's conduct to state, local and federal law enforcement and to take all actions authorized under the Teachers' Retirement Law, including, but not limited to, cancelling benefits for NPBC's or charter school's employees and NPBC's or charter school's continued participation in CalSTRS.

I hereby declare under penalty of perjury under the laws of the State of California and further subject to the penalties described in Section 22010 of the Education Code that all the information provided above is true and correct, and I hereby declare that the NPBC operating the charter school is complying with the requirements of Notice 2015-07 as of the date the 26 USC section 414(d) regulations go into effect.

PRINT NAME OF OFFICIAL REPRESENTATIVE Stephen Morris, Ed.D.	
REPRESENTATIVE'S POSITION TITLE Superintendent/Principal	
REPRESENTATIVE'S EMAIL s.morris@goldencharteracademy.org	
REPRESENTATIVE'S PHONE NUMBER 559-293-3157	
REPRESENTATIVE'S SIGNATURE	SIGNATURE DATE

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