

**RESOLUTION OF THE BOARD OF DIRECTORS OF
CLARKSVILLE CHARTER SCHOOL TO APPROVE
MEMBERSHIP IN SEQUOIA GROVE CHARTER ALLIANCE**

WHEREAS, Clarksville Charter School (“School”) is a California nonprofit public benefit corporation that operates a public charter school by the same name, Clarksville Charter School;

WHEREAS, Sequoia Grove Charter Alliance (“SGCA”) is a California nonprofit public benefit corporation that formed to support School, as well as other public charter school operators or educational organizations, by providing task-related administrative support services;

WHEREAS, the Board of Directors (“Board”) of School seeks to approve School as a member of SGCA, with the rights granted by Section 5056 of the California Nonprofit Corporation Law and SGCA’s bylaws, to pay the 2020-21 annual dues for membership in SGCA, and to negotiate a contract with SGCA for task-related administrative support services that will be performed under the supervision of School and over which this Board shall retain ultimate decision-making authority;

WHEREAS, the Board has determined that membership in SGCS and contracting for support services from SGCA benefits School by allowing School to focus its attention on its charter operations and achieve cost savings and other scale benefits by sharing resources with the other charter schools and educational organizations that contract with SGCA;

NOW, THEREFORE, the Board of School finds and resolves as follows:

1. School approves membership in SGCA, with the rights and authorities granted in Section 5056 of the California Nonprofit Corporation Law and SGCA’s bylaws, the form of which are attached hereto as Attachment A.
2. School approves the payment of \$5,000 as annual dues, as set by SGCA, for the 2020-21 fiscal year.
3. School approves and ratifies the action of the incorporator of the SGCA to appoint [insert name] as the director on the SGCA board that represents School. In addition, School separately appoints [insert name] to serve as its representative to attend SGCA’s member meetings, and meetings of the SGCA board if desired, subject to any limitations imposed by law.
4. The Executive Director of School, or a designee, are authorized and directed to negotiate a contract with SGCA for task-related administrative support services that will be performed under the supervision of School and over which this Board shall retain ultimate decision-making authority, and the proposed contract shall be presented to this Board for review and approval.
5. The officers of this Board, the Executive Director of School, or their designee, are individually authorized and directed to take or cause to be taken such other actions as may be required to fulfill the purposes of this resolution.

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CERTIFICATE OF ADOPTION

I, [REDACTED], Secretary of the Board of Directors of Clarksville Charter School, a California nonprofit public benefit corporation, County of El Dorado, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a meeting of the Board of Directors of Clarksville Charter School, which was duly held on [REDACTED], 2021, at which meeting a quorum of the members of the Board of Directors was present; and at such meeting such resolutions were adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

WITNESS my hand this [REDACTED] day of [REDACTED], 2021.

Secretary of the Board of Directors of
Clarksville Charter School

ATTACHMENT A

**PROPOSED BYLAWS OF
SEQUOIA GROVE CHARTER ALLIANCE**

[See Attached]

**BYLAWS
OF
SEQUOIA GROVE CHARTER ALLIANCE
(A California Nonprofit Public Benefit Corporation)**

• . NAME

Corporate Name. The name of this corporation is Sequoia Grove Charter Alliance (hereinafter the "Corporation").

- . **OFFICES**

Principal Office. The Corporation’s principal office is located at 4305 South Meridian Road, Meridian, CA 95957. The Board of Directors (“Board”) may change the principal office from one location to another within the State of California.

Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

- . **PURPOSES**

Description in Articles. The Corporation’s general and specific purposes are described in its Articles of Incorporation.

- . **DEDICATION OF ASSETS**

Dedication of Assets. This Corporation’s assets are irrevocably dedicated to charitable and educational purposes. 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 dissolution of the Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as set forth in its Articles of Incorporation.

- . **MEMBERS**

Identification of Members. The Corporation shall have one class of members that are identified in **Attachment 1**, which may be amended from time to time to reflect changes in membership pursuant to Sections 5.03 or 5.04 without amending these Bylaws. The Corporation may use the term “member” to refer to other persons or entities associated with it, but such persons or entities shall not be members within the meaning of Section 5056 of the California Nonprofit Corporation Law or these Bylaws unless or until they are elected pursuant to Section 5.03.

Rights of Members. The members shall have the rights provided by Section 5056 of the California Nonprofit Corporation Law and as set forth in these Bylaws. Membership in this Corporation is not transferable.

Election and Qualification of Members. With the exception of the initial four (4) members, new members shall be elected by a majority vote of the existing members. Each member shall be a California nonprofit public benefit corporation that operates one or more public charter schools and qualifies for tax exemption pursuant to Internal Revenue Code Section 501(c)(3) and California Revenue & Taxation Code Section 23701d. All members shall pay any annual dues set by the Corporation and shall contract with the Corporation for task-related administrative support services as a condition of membership for the entirety of its membership in the Corporation.

Resignation or Termination of Membership. A member may resign at any time upon written notice to the CEO or to the Board, or to each of the other members of the Corporation, and such resignation shall be effective immediately unless the notice specifies a later effective date of such resignation. Membership shall be terminated in a fair and reasonable manner as required by Section 5341 of the California Nonprofit Corporation Law and as follows:

(a) the member shall be given at least sixty (60) days' prior notice of the proposed termination and the reasons therefor;

(b) the member shall have an opportunity to be heard, orally or in writing, by the other members not less than fifteen (15) days before the effective date of the proposed termination; and

(c) the decision whether to terminate the membership shall be made by a majority vote of the other members.

A member who resigns or is terminated may continue to contract with the Corporation for task-related administrative support services, and shall remain liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the resignation or termination, whether arising from contract or otherwise, if approved by the Corporation.

Meetings of the Members. The members shall meet at least annually for purposes of appointing representatives to the Board, and any other actions that require approval of the members. Meetings of the members may be called by the CEO or by the Board, or by a majority of the members. Notice of meetings shall be given to all current members, as of the date of the notice, at least fifteen (15) days before the meeting in order to give each member's representative sufficient time to consult with its board of directors, if necessary. The notice shall state the place, date and time of the meeting, and shall describe the general nature of the business to be transacted at the meeting, including those matters which the Board intends to present for action by the members. The CEO shall preside as chair during meetings of the members.

Quorum and Voting. Quorum for meetings of the members shall be a majority of the existing members. All current members, as of the date of the meeting, shall be entitled to vote at the meeting. Each member shall designate in writing one (1) representative to vote on behalf of the member and shall have one (1) vote on each matter submitted for a vote of the members. A member may authorize in writing for another member to act as its proxy at the meeting, subject to the limitations set forth in Section 5613 of the California Nonprofit Corporation Law.

Participation by Teleconference and Electronic Meetings; and Board Meetings. Members may participate in meetings of the members through teleconference, electronic video communication, or other similar electronic communications or electronic transmission, so long as the following apply:

- All members participating in the meeting can communicate with each other concurrently; and,
- Each member is provided with the means of participating in all matters before the members, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the members.
- Member representatives shall also have the right to attend meetings of the Board of the Corporation, subject to any limitations imposed by law.

• . **BOARD OF DIRECTORS**

General Powers. Subject to the powers of the members as provided by law and as set forth in these Bylaws, and limitations on the Board or this Corporation set forth in the Articles of Incorporation,

these Bylaws, or the California Nonprofit Corporation Law and other applicable laws, the Corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the Corporation's activities to any person(s), management company, or committees, however composed, provided that the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Specific Powers. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

- To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the Corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation;
- To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor which are not inconsistent with law, the Corporation's Articles of Incorporation, or these Bylaws;
- To 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; and conduct its activities in or outside California;
- To borrow money and incur indebtedness for the Corporation's purposes, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;
- To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;
- To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;
- To act as trustee under any trust incidental to the principal object of the Corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and
- To establish annual dues to be paid by members, in addition to fees to be paid under any service agreements, for capital or other non-recurring purposes;
- To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the Corporation's purposes.

Number and Appointment of Directors. The Board shall be comprised of five (5) Directors, which number may be modified from time to time by resolution of the Board to reflect changes in membership pursuant to Sections 5.03 or 5.04 without amending these Bylaws. Each member of the Corporation shall appoint one (1) Director to serve on the Board. For so long as there are four (4)

members of the Corporation, the fifth (5th) Director shall be appointed by the four (4) members together or through a policy or process agreed upon by the four (4) members. All Directors shall have full voting rights. The members shall endeavor to appoint persons not currently serving as directors of the members.

Terms of Office. Each Director shall hold office for a two (2) year term, and until a successor has been appointed by the member represented by such office. The members may stagger the terms of the Directors. There shall be no limitation on the number of consecutive terms to which a Director may be reappointed.

Vacancies. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the number of Directors is increased to reflect new members. The Board or a majority of the members may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the member represented by such Director; provided that if the member fails to do so within 60 days, the Board may appoint a Director to fill the vacancy until such time as the member approves a replacement.

Removal. A Director may be removed by a majority vote of the entire Board, by the member that appointed such Director, or by a majority vote of all members. Any vacancy caused by the removal of a Director shall be filled as provided in Section 6.05.

Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the CEO, or the Board as a whole, unless the notice specifies a later time for the effectiveness of such resignation. The Corporation shall notify the member that appointed the resigning Director, and such member shall appoint a new Director to fill the vacancy. If the resignation is effective at a future time, a successor may be appointed by such member to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without at least one (1) Director in charge of its affairs.

Brown Act. In an effort to be transparent to its members and stakeholders at the members' public charter schools, the Corporation voluntarily agrees to comply with the notice and public participation requirements of the Ralph M. Brown Act (Government Code Sections 54950, *et seq.*) ("Brown Act") for meetings of the Board, in addition to rights of members pursuant to the provisions of Section 5.07(c).

Place of Meetings. Meetings of the Board may be held at the Corporation's principal office, or at any other place within or without the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board.

Annual Meetings. The Board shall meet annually for the purpose of organization, election of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting. The Secretary shall provide the current members a copy of the regular meeting schedule upon approval at the annual meeting.

Regular Meetings. Regular meetings of the Board, including the annual meetings, shall be held at such times and places as may be fixed by the Board and the agendas for such meetings will be posted seventy-two (72) hours prior to the meeting in a location that is freely accessible to the public, on the Corporation's website, if it has one, and a copy of the agenda shall be sent to each of the Corporation's members representatives. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Special Meetings. Special meetings of the Board for any purpose may be called at any time by the CEO, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email at least twenty-four (24) hours prior to the meeting, and shall be posted in a location that is freely accessible to the public, on the Corporation's website, if it has one, and a copy sent to each of the Corporation's members representatives at the same time such notice is given to the Directors. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Quorum. A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directors, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy.

Participation by Teleconference and Electronic Meetings. Directors may participate in a meeting of the Board through teleconference, electronic video communication, or other similar electronic communications or electronic transmission, so long as the following apply:

- All Directors participating in the meeting can communicate with each other concurrently; and,
- Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting. Notwithstanding Section 6.08 of these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action, provided that either: (1) the member representatives are given seven (7) days' notice of any such proposed action, or (2) such actions do not relate directly to the provision of services to the members' charter schools. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section only, the phrase "all Directors" shall not include any "interested persons" as defined in Section 6.19 herein.

Fees and Compensation. The Directors shall receive no compensation for their service on the Board. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the Corporation's business. Subject to Section 6.19 herein and the California Nonprofit Public Benefit Corporation Law, nothing herein shall preclude a Director from serving the Corporation in any other capacity, including, but not limited to, as an officer, agent, or employee of the Corporation, and receiving compensation for such service.

Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for service on the Board; 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 any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Standard of Care.

- A Director shall perform the duties of a Director, including duties as committee-member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the Corporation's best interests and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

- In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more of the Corporation's officers or employees whom the Director believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Non-Liability of Directors. No Director shall be personally liable for the Corporation's debts, liabilities, or other obligations.

Common Directorships. Pursuant to Section 5234 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall not be a party to a transaction with another corporation, firm or association in which one or more of its Directors is also a director or directors ("Overlapping

Director(s)”) unless, 1) prior to entering into the transaction, the material facts of the transaction and the Overlapping Director’s other directorship are fully disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the Overlapping Director, or 2) the contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified. This provision does not apply to transactions covered by Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

Executive Compensation Review. In any year in which this Corporation is legally required to do so pursuant to Section 5213 of the California Nonprofit Public Benefit Corporation Law, the Board (or a Board Committee) shall review any compensation packages (including all benefits) of the CEO, the President and the Treasurer or Chief Financial Officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this Corporation.

- **. OFFICERS**

Required Officers. The officers of this Corporation shall be a Chief Executive Officer (who may be referred to as the Executive Director), a President (who may be referred to as the Board Chair), a Secretary, and a Treasurer (who may be referred to as the Chief Financial Officer). Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer, if any, may not serve concurrently as the President of the Board.

- Permitted Officers. The Board of Directors may elect one or more Vice Presidents, and such other Board officers as the business of the Corporation may require, such as a Chief Financial Officer who will serve the Board and who may be separate from the Treasurer, each of whom shall be elected to hold office, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Election. Except for initial officers appointed by Board resolution and the CEO who may serve by employment contract, the officers of this Corporation shall be elected annually by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under contract of employment and subject to approval by the members.

Removal. Any officer may be removed, with or without cause, by the Board at any time, or by a majority vote of the members. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Resignation. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect upon receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office, provided that such vacancies shall be filled as they occur.

Chief Executive Officer. The Corporation shall have a CEO (who may be referred to as the Executive Director) who shall be the general manager and chief executive officer of the Corporation, and, subject to the control of the Board and his or her contract of employment, shall generally supervise, direct, and control the activities, affairs, and employees of the Corporation; and shall see that all resolutions of the Board are carried into effect, and shall perform any and all other duties assigned by the Board, these Bylaws or his or her employment contract.

President of the Board. The Board may elect one Director to serve as Chair of the President. He or she shall preside as Chairperson at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members, the Board and its committees, shall supervise the giving of such notices as may be proper and necessary, shall supervise the keeping of the minute books of this Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Treasurer. The Treasurer (who may be referred to as the Chief Financial Officer) shall be the chief financial officer of this Corporation and shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of this Corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

- Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers appointed by the CEO, the CEO shall also have the authority to fix such officers' salaries, if any. In all cases, any salaries received by officers of the Corporation shall be fair and reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable purposes of the Corporation, and subject to Section 6.23 above, as applicable.

• . COMMITTEES

Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;
- The filling of vacancies on the Board or on any committee which has the authority of the Board;
- The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;
- The amendment or repeal of the Corporation's Bylaws or the adoption of new Bylaws;

- The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- The appointment of other committees having the authority of the Board;
- The expenditure of corporate funds to support a nominee for Director; or
- The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 5233.

Committees must be created, and the committee-members thereof appointed, by resolution adopted by a majority of the actual number of Directors then in office. The Board may appoint, in the same manner, alternate committee-members who may replace an absent committee-member at any meeting of the committee.

Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, including Section 5.07, but other than Section 6.08, except that special meetings of committees may also be called by resolution of the Board. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its committee-members, and may fill vacancies therein from the Directors of the Board.

Advisory Committees. The Board or the CEO, subject to any limitations imposed by the Board, may establish one or more Advisory Committees to the Board. The Advisory Committee may consist of Directors or non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Audit Committee. For any tax year in which this Corporation has gross revenues of \$2 million or more, and if required by law, this Corporation shall have an Audit Committee whose committee-members shall be appointed by the Board, and who may include both Directors and non-Directors, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the Chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any of the Corporation's staff, including the CEO, the President, or the Treasurer or Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this Corporation; and (e) Audit Committee-members who are not Directors may not receive compensation greater than the compensation paid to Directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board; (3) confer with the auditor to satisfy the Audit Committee-members that the financial affairs of this Corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this Corporation by the auditor's firm.

Other Committees.

- The President of the Board or the CEO, subject to any limitations imposed by the Board, may create other committees, either standing or special, permanent or temporary, to serve the Board which do not have the powers of the Board, and shall appoint committee-members to serve on such committees, and shall designate the Chair of the committee. If a Director is on such committee, he or she shall be the Chair of the committee.

- Meetings of a committee may be called by the President of the Board, the CEO, the Chair of the committee or a majority of the committee-members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee-members of the time and place of the meeting. A majority of the committee-members shall constitute a quorum for the transaction of business at any meeting of the committee, and a committee may take action by majority vote. Each committee may keep minutes of its proceedings and shall report periodically to the Board.

- Committee-members shall serve until resignation or removal. Any committee-member may resign at any time by giving written notice to the President of the Board or the CEO. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The President of the Board or the CEO, with prior approval of the Board if the Board so requires, or the Board, may remove any committee-member, and shall appoint a member to fill a vacancy in any committee or any position created by an increase in the committee-membership.

• . INDEMNIFICATION AND INSURANCE

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" shall have the same meaning herein as in Section 5238(a) 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.

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 this Article.

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.

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

• **. OTHER PROVISIONS**

Maintenance of Corporate Records. The Corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law. All such records shall be kept at the Corporation's principal office, or if its principal office is outside the State of California, at its principal office in this state.

Inspection. Every Director and member of the Corporation shall have the 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, subject to applicable law. Such inspection by a Director or member may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the Corporation shall send each Director, each member, and any other persons designated by the Board, a report containing the following information in reasonable detail:

- The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

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.

Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors and members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and deliver to each Director and member of the Corporation any information required by Corporations Code Section 6322 with respect to the preceding year.

Public Inspection and Disclosure. The Corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Fiscal Year. The fiscal year of the Corporation shall end on June 30 each year.

• . **AMENDMENTS**

Bylaw Amendments. Subject to Section 5.02 above, the Board may adopt, amend, or repeal these Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws requires a majority vote of the actual number of Directors, and is not effective until approved by the members. Any amendment to the Articles of Incorporation or these Bylaws which would terminate memberships or affect the rights of the members shall comply with the notice and approval requirements in Section 5342 of the California Nonprofit Corporation Law.

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CERTIFICATE OF ADOPTION

I certify that I am the Secretary of Sequoia Grove Charter Alliance, a California nonprofit public benefit corporation, and that the foregoing Bylaws of such corporation was duly adopted by the corporation's Board of Directors on January ___, 2021.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on January ___, 2021.

Secretary, Sequoia Grove Charter Alliance

Attachment 1
Identification of Members
(Updated January ___, 2021)

As of the date indicated above, the members of Sequoia Grove Charter Alliance are the following nonprofit public benefit corporations:

- Winship Community School;
- Feather River Charter School;

- Clarksville Charter School; and
- Lake View Charter School.