



**ARISE HIGH SCHOOL**  
Authenticity • Rigor • Inspiration • Success • Empowerment

**ARISE High School**

**By-laws**

**Adopted June 02, 2007**

**Amended September 14, 2011**

**Updated and Amended June 14, 2022**

**Bylaws  
of  
Arise High School  
A CALIFORNIA PUBLIC BENEFIT CORPORATION.**

**ARTICLE 1  
OFFICES**

**Section 1. Principal Office**

The principal office of the corporation for the transaction of its business is located in Alameda County, California.

**Section 2. Change of Address**

The county of the corporation's principal office may be changed by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, an amendment of these Bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

**Section 3. Other Offices**

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

## **ARTICLE 2 PURPOSES**

### **Section 1. Objective and Purposes**

The specific purpose of this corporation is to create and run a non-profit charter school..

## **ARTICLE 3 DIRECTORS**

### **Section 1. Number**

The corporation shall have 5-15 directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these Bylaws. The Board may also include at least one parent representative whose child attends or has attended the school. The chartering authority reserves the right, but is not obligated, to appoint a single representative to the Board of Directors pursuant to Education Code section 47604(c). If the chartering authority chooses to do so, the Board of Directors shall appoint an additional director to ensure that the Board is maintained with an odd number of directors. All directors, except for the representative designated by the chartering authority, shall be appointed by the existing Board of Directors.

### **Section 2. Powers**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **Section 3. Duties**

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

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. 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;

- c. Review and evaluate the co-Directors of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;

#### **Section 4. Term of Office**

Each director shall hold office unless otherwise removed from office in accordance with these Bylaws for two (2) years, and until his or her successor is designated and qualified.

#### **Section 5. Compensation**

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this article.

#### **Section 6. Restriction regarding interested Directors**

Notwithstanding any other provision of these Bylaws, no persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

- (a) Any brother, sister, ancestor, descendant, spouse, brother-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person.

#### **Section 7. Place Of 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 the charter school is located. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and 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”). A two-way teleconference location shall be established at each school site.

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 the charter school is 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;<sup>1</sup>
  - 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.<sup>2</sup>

## **Section 8. 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 designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. Regular meetings of Directors shall be held monthly with the meeting date finalized at the prior month's board meeting.

At the annual meeting of directors held on the last Thursday in June, directors shall be designated by the Board of Directors in accordance with these Bylaws. Cumulative voting by directors for the designation of directors shall not be permitted. The candidates

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<sup>1</sup> This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

<sup>2</sup> The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

receiving the highest number of votes up to the number of directors to be designated shall be designated. Each director shall cast one vote.

### **Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, if there is such an officer, or by a majority of the directors. If a Chairperson of the Board has not been elected then the Vice-Chairman is authorized to call a special meeting in place of the Chairperson of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

### **Section 10. Notice of Special Meetings**

In accordance with the Brown Act, Special meetings of the Board 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 address 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.

The notice of 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 the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

## **Section 111. Quorum for Meetings**

A quorum shall consist of a simple majority of directors then in office. 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.

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.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

## **Section 12. Majority Action As Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions of directors (Section 5238(e)) require a greater percentage or different voting rules for approval of a matter by the Board.

## **Section 13. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairperson of the corporation, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meetings of the Board.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, the Brown Act or other applicable provisions of law.

#### **Section 14. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c).

Any director, except for the representative appointed by the chartering authority, 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 Brown Act. The representative designated by the chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority. Any vacancy caused by the removal of a director shall be filled as provided in this section.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General.

Vacancies on the board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (2) a sole



remaining director. I A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.

A person designated to fill a vacancy as provided by this section shall hold office until the next designation of the Board of Directors..

### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

### **Section 16. Indemnification by Corporation of Directors and Officers**

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.

### **Section 17. Insurance For Corporate Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **Article 4 Officers**

## **Section 1. Number Of Officers**

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Chairpersons, Assistant Secretaries, Assistant Treasurers and other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board

## **Section 2. Qualification, Election, and Term of Office**

Any person may serve as officer of this corporation. Officers shall be elected 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 3. Subordinate Officers**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

## **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any removal or resignation shall be without prejudice to the rights of the officer or the corporation under any contract to which the officer is a party.

## **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## **Section 6. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 7. Chairperson of the Board**

If a Chairperson 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. If a Chairperson of the Board of Directors is elected, there shall also be a Vice-Chairperson of the Board of Directors. In the absence of the Chairperson, the Vice-Chairperson shall preside at 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. Duties Of Secretary**

The Secretary shall:

Certify and keep or cause to be kept at the principal office of the corporation the original or a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered to date.

Keep or cause to be kept at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meeting, proceedings, and actions of the Board and of committee of the Board, recording therein the time and place of holding, whether 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 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 9. Duties of Treasurer**

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits, and Funds,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposits all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## **Article 5 Committees**

### **Section 1. Executive Committee of the Board**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its directors (who may also be serving as officers of this corporation) and no one who is not a director, to constitute an executive committee of the Board and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a)
- (b) The filling of vacancies on the Board or on any committee that has the authority of the Board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or reliable.
- (e) The appointment of committees of the Board or the members thereof.

By a majority vote of its directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its directors, and fill vacancies therein from the members of the Board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **Section 2. Advisory Committees**

The corporation shall have such advisory committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board of Directors. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

### **Section 3: Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to

the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Article 6**

### **Execution of Instruments, Deposits and Funds**

#### **Section 1. Execution of Instruments**

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

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

#### **Section 3. Deposits**

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

#### **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

## **Article 7**

### **Corporate Records, Reports and Seal**

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

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

- a. Minutes of all meetings of directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. a copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors, if any, of the corporation at all reasonable times during office hours.

## **Section 2. Corporate Seal**

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. 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.

## **Section 4. Right to Copy and Make Extracts**

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

## **Section 5. Annual Report**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close for the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, bot unrestricted and restricted to particular purposed, for the fiscal year.
- (d) The expenses or disbursement of the corporation, for both general and restricted purposed, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the

corporation that such statements were prepared without audit from the books and records of the corporation.

## **Section 6. Annual Statement of Specific Transactions and Indemnifications**

The corporation will comply with Corporations Code section 6322.

## **Article 8 Fiscal Year**

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

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

## **Article 9 Conflict of Interest**

### **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).

### **Section 2. Contracts with Non-Director Designated Employee**



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 10  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

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.

**Certificate of Secretary**

I certify that I am the duly elected and acting Secretary of Arise High School, a California nonprofit public benefit corporation; that these Bylaws, consisting of \_\_\_\_ pages, are the bylaws of the Corporation as adopted by the Board of Directors on \_\_\_\_\_; and that these Bylaws have not been amended or modified since that date.

Dated:

\_\_\_\_\_  
[INSERT NAME], Secretary