



# El Camino Charter High School

## Special Board Meeting

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### **Date and Time**

Tuesday September 21, 2021 at 5:00 PM PDT

### **Location**

VIRTUAL BOARD MEETING - Please see below.

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### **SPECIAL BOARD MEETING**

For meeting materials, please go to the school's main office, or call (818) 595-7500. Some board meeting materials are also posted on the school's website (<https://ecrchs.net> - click the ECR Board tab).

### **VIRTUAL BOARD MEETING**

In accordance with Governor Newsom's Executive Order N-29-20, the meeting of the Board of Directors will take place via a virtual/teleconferencing environment.

To join the virtual Board meeting, please register through GoToWebinar at <https://attendee.gotowebinar.com/register/5388363857922070027>, webinar ID 419-084-899. You must register for the event (note you do not need to enter your legal name to participate). Once registered, you can attend the meeting through the online link, or by telephone (a call-in number and audio PIN will be provided after you register and prior to the meeting).

### **PUBLIC COMMENTS**

If you would like to make a comment during the Public Comment section or during an agenda item, you may do so in two ways: (1) click the "Raise Hand" icon on the control panel; or (2) email your comment to [comment@ecrchs.net](mailto:comment@ecrchs.net) and it will be read on the record. **Please note:** your name will be read on the record along with your comment; if you do not wish to have your name read, please indicate on your email.

Please note that, in order to conduct an orderly meeting, all members of the public will be placed on mute during the Board meeting, except during public comments. Note that for those who elect to participate through the call-in number, you will not have the option of being unmuted during the meeting.

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The Public Comments agenda item is set aside for members of the audience to raise issues that are not specifically on the agenda. However, due to public meeting laws, the Board can only listen to your issue, not respond or take action. The Board may give direction to staff to respond to your concern or you may be offered the option of returning with a citizen-requested item. These presentations are limited to three (3) minutes and total time allotted to non-agenda items will not exceed thirty (30) minutes. A member of the public who requires the use of a translator, in order to receive the same opportunity as others to directly address the Board, shall have twice the allotted time to speak. When addressing the Board, speakers are requested to adhere to the time limits set forth. In order to maintain allotted time limits, the Board Chair may modify speaker time allocations or the total amount of allotted time for an item.

Consent Agenda: All matters listed under the consent agenda are considered by the Board to be routine and will be approved/enacted by the Board in one motion in the form listed below. Unless specifically requested by a Board member for further discussion or removed from the agenda, there will be no discussion of these items prior to the Board votes on them. The Executive Director recommends approval of all consent agenda items.

*In compliance with the Americans with Disabilities Act (ADA) and upon request, El Camino Real Alliance may furnish reasonable auxiliary aids and services to qualified individuals with disabilities. Requests for disability related modifications or accommodations shall be made 24 hours prior to the meeting to David Hussey, in person, by email at [comment@ecrchs.net](mailto:comment@ecrchs.net), or by calling (818) 595-7500.*

## Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>5:00 PM</b>
Opening Items			
<b>A. Call the Meeting to Order</b>		Brad Wright	1 m
<b>B. Record Attendance and Guests</b>		Emilie Larew	1 m
<b>C. Pledge of Allegiance</b>		David Hussey	3 m
<b>D. Public Comments</b>		Public	15 m
<b>II. School Business</b>			<b>5:20 PM</b>
<b>A. Discussion Regarding Attorney-Client Privilege</b>	Vote	Brad Wright	15 m
Discussion and possible vote regarding whether to waive attorney-client privilege in the interest of transparency related to phone call by two Board members to legal counsel on August 31, 2021 at 4:25pm.			
<b>B. Discuss Concerns Regarding Communications</b>	Vote	Brad Wright	30 m

	Purpose	Presenter	Time
	Discussion regarding unauthorized use of public funds by way of personal and inappropriate communications with legal counsel in violation of school policy, and possible vote on removal of Board member(s) pursuant to Article VII, Section 11 of the El Camino Real Alliance Bylaws.		

**III. Closing Items**

**6:05 PM**

A. Adjourn Meeting

Vote

Brad  
Wright

1 m

# Cover Sheet

## Discuss Concerns Regarding Communications

<b>Section:</b>	II. School Business
<b>Item:</b>	B. Discuss Concerns Regarding Communications
<b>Purpose:</b>	Vote
<b>Submitted by:</b>	
<b>Related Material:</b>	200910 Bylaws Amended.pdf Board Policy Re Communications with Outside Counsel.pdf 2017-05-17 Board Minutes.pdf

**BYLAWS  
OF  
EL CAMINO REAL ALLIANCE**  
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I  
NAME**

Section 1. NAME. The name of this corporation is El Camino Real Alliance.

**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 this corporation is 5440 Valley Circle Boulevard, Woodland Hills, 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 this corporation is qualified to conduct its activities.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The specific purposes for which this corporation is organized are 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.

**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 ASSETS**

Section 1. **DEDICATION OF ASSETS.** This corporation’s assets are irrevocably dedicated to public benefit 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. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

## **ARTICLE VI CORPORATIONS WITHOUT MEMBERS**

Section 1. **CORPORATIONS WITHOUT MEMBERS.** This 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”). The Board may delegate the management of the corporation’s activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the 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:

- 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. 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; and designate a place in California for holding any meeting of members.
- 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 evidences of debt and securities.

- d. Adopt and use a corporate seal; and alter the forms of the seal.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than six (6) 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 appoints a representative to serve on the Board of Directors, the Corporation may appoint an additional community member to ensure that the Board maintains an odd number of Directors.

The Board shall strive to identify Board members who have experience in one or more of the following areas: education, government, law, business, finance/accounting, fundraising, facilities, or public relations. Additionally, in accordance with Education Code Section 47604(b), the District may appoint a representative to sit on the Board.

As outlined in the charter, the permanent Board of Directors shall be composed of the following stakeholders, as follows: At least two (2) community representatives appointed by the Board; at least one (1) parent representative elected by the parent body (one vote per family); two to three (2 – 3) representatives elected by all teachers; and one (1) representative elected by all classified employees. The parent representative shall not have a child attending a school operated by the Corporation. The teacher and classified representatives shall not be employed or compensated by the Corporation.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director and excluding compensation to a retired employee in the form of retiree benefits (including, but not limited to, lifetime healthcare benefits) paid for the person's benefit by the Corporation; 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' TERM. Each director shall hold office for three (3) years and until a successor director has been designated and qualified. Board members may serve two (2) consecutive terms. After a one-term absence from the Board, an individual is eligible for election/appointment to the Board.

Section 6. NOMINATIONS BY COMMITTEE. The Chair of the Board of Directors or, if none, the President will appoint a committee to designate qualified community representative candidates for designation to the Board of Directors at least thirty (30) days before the date of any designation of directors. The nominating committee shall make its report at least seven (7) days before the date of the 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 committee.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people

have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the Board's authorization.

**Section 8. 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; and (c) the increase of the authorized number of directors.

**Section 9. 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 10. 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 11. REMOVAL OF DIRECTORS.** Any director 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 of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

**Section 12. VACANCIES FILLED BY BOARD.** Vacancies on the Board of Directors 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.

**Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS.** Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

**Section 14. 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 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 Brown Act. A two-way teleconference location shall be established at each schoolsite.

**Section 15. 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 may be specified and noticed by resolution of the Board of Directors.

Section 16. **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.

Section 17. **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. If a Board Chair has not been elected then the Vice-Chair is authorized to call a special meeting in place of the Board Chair. The party calling a special meeting shall determine the place, date, and time thereof.

Section 18. **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 each director and 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.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, 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 19. **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 based upon the presence of a quorum. Should there be fewer than a majority of the directors present at 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 20. 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 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. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 21. 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 schedule 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 any applicable public open meeting law.

Section 22. 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 23. 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, each consisting of two or more directors and no one who is not a director, 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 of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

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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.

- 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; or
- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board.

Section 24. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the Board of Directors 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. 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 25. **NON-LIABILITY OF DIRECTORS.** No director shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

Section 26. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** The Corporation 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.

Section 27. **COMPLIANCE WITH CONFLICTS OF INTEREST LAWS.** The Corporation and the Board shall comply with applicable conflict of interest laws, including the Political Reform Act, California Corporations Code, and Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, as set forth in Education Code Section 47604.1, as well as charter school specific conflicts laws as may imposed by reference in the charters of the charter schools operated by the Corporation.

## **ARTICLE VIII OFFICERS OF THE CORPORATION**

Section 1. **OFFICES HELD.** The officers of this 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, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article VIII, Section 4, of these bylaws.

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 this corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board.

Section 4. **APPOINTMENT OF OTHER OFFICERS.** The Board of Directors may appoint and authorize the Chair of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. **REMOVAL OF OFFICERS.** The Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. **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, the 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 7. **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 8. **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. If there is no President, the Chair of the Board of Directors shall also be the chief executive officer and shall have the powers and duties of the President of the corporation set forth in these bylaws. If a Chair of the Board of Directors is elected, there shall also be a Vice-Chair of the Board of Directors. In the absence of the Chair, the Vice-Chair 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 9. **PRESIDENT.** Subject to such supervisory powers as the Board of Directors may give to the Chair of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. **VICE-PRESIDENTS.** If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. **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 12. CHIEF FINANCIAL OFFICER. 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 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). Pursuant to Education Code section 47604.1 (effective Jan. 1, 2020), notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

**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 El Camino Real Alliance Conflict of Interest Code have been fulfilled.

**ARTICLE XI  
LOANS TO DIRECTORS AND OFFICERS**

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that 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, this 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.** This 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.** This 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; 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 properties, and the records of each subsidiary as permitted by California and federal law. 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. 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 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This 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. If the corporation has no business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

## **ARTICLE XVI REQUIRED REPORTS**

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 of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the charters of any charter schools operated by the Corporation, or make any provisions of these Bylaws inconsistent with those charters, 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 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of El Camino Real Alliance, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages (including this page), are the bylaws of this corporation as originally adopted by the Board of Directors on January 13, 2015, and as amended by the Board of Directors on September 10, 2020; and that these bylaws have not been amended or modified since that date.

Executed on September 10, 2020, at Woodland Hills, California.

  
\_\_\_\_\_  
Dr. Jeff Davis, Secretary



APPROVED



# El Camino Charter High School

## Minutes

### Board Meeting

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#### **Date and Time**

Wednesday May 17, 2017 at 5:00 PM

#### **Location**

El Camino Real Charter High School, Anderson Hall, 5440 Valley Circle Boulevard, Woodland Hills, CA 91367

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#### BOARD MEETING

For board meeting materials, please see Danielle Perry in the school's main office, or contact her at (818) 595-7500 or [d.perry@ecrchs.net](mailto:d.perry@ecrchs.net). Some board meeting materials are also posted in the school's website (<http://ecrchs.net/ecr-board/>).

#### INSTRUCTIONS FOR PRESENTATIONS TO THE BOARD BY PARENTS AND CITIZENS

El Camino Real Alliance ("ECRA") welcomes your participation at ECRA's Board meetings. The purpose of a public meeting of the Board of Directors ("Board") is to conduct the affairs of ECRA in public. Your participation assures us of continuing community interest in our charter school. To assist you in the ease of speaking/ participating in our meetings, the following guidelines are provided:

1. Agendas are available to all audience members at the door to the meeting.
  2. "Request to Speak" forms are available to all audience members who wish to speak on any agenda items or under the general category of "Oral Communications." "Oral Communications" is set aside for members of the audience to raise issues that are not specifically on the agenda. However, due to public meeting laws, the Board can only listen to your issue, not respond or take action. These presentations are limited to three (3) minutes and total time allotted to non-agenda items will not exceed twenty-five (25) minutes. The Board may give direction to staff to respond to your concern or you may be offered the option of returning with a citizen-requested item.
  3. You may also complete a "Request to Speak" form to address the Board on Agenda items. With regard to such agenda items, you may specify that agenda item on your "Request to Speak" form and you will be given an opportunity to speak for up to three
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(3) minutes before the item, and total time allocated to agenda items will not exceed six (6) minutes for a discussion item and nine (9) minutes per vote item.

4. When addressing the Board, speakers are requested to state their name and adhere to the time limits set forth.

5. Any public records relating to an agenda item for an open session of the Board which are distributed to all, or a majority of all, of the Board members shall be available for public inspection at 5440 Valley Circle Blvd., Woodland Hills, California, 91367.

Consent Agenda: All matters listed under the consent agenda are considered by the Board to be routine and will be approved/enacted by the Board in one motion in the form listed below. Unless specifically requested by a Board member for further discussion or removed from the agenda, there will be no discussion of these items prior to the Board votes on them. The Executive Director recommends approval of all consent agenda items.

*In compliance with the Americans with Disabilities Act (ADA) and upon request, El Camino Real Alliance may furnish reasonable auxiliary aids and services to qualified individuals with disabilities. Requests for disability related modifications or accommodations shall be made 24 hours prior to the meeting to Daniel Chang, in person, by email at [d.chang@ecrchs.net](mailto:d.chang@ecrchs.net), or by calling (818) 595-7537.*

### **Directors Present**

Beatriz Chen, Bruce Takeguma, Darin Ryburn, Diane Wynne, Jonathan Wasser, Julie Kornack, Scott Silverstein, Steven Kofahl

### **Directors Absent**

*None*

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## **I. Opening Items**

### **A. Record Attendance and Guests**

### **B. Call the Meeting to Order**

Jonathan Wasser called a meeting of the board of directors of El Camino Charter High School to order on Wednesday May 17, 2017 @ 5:05 PM at El Camino Real Charter High School, Anderson Hall, 5440 Valley Circle Boulevard, Woodland Hills, CA 91367.

### **C. Pledge of Allegiance**

### **D. EL Camino Reality Student Presentation**

Students involved in the El Camino Reality program spoke about their experiences and their future plans. A sample of El Camino Reality was shown.

Mr. Silverstein comments that there should be some type of social media outlet created for these videos to be shown to the full community. Possibly form a committee at the next Board meeting.

### **E. Public Comments**

Jessica Friedman and Vanessa Cordero, school psychologists, spoke about school psychology services offered, and their work hours.

Zasha Endres, teacher and incoming UTLA co-chair, spoke about a survey conducted regarding the school climate and the relationship between UTLA and administration.

**F. Executive Director Update**

SBAC testing started today. Will continue tomorrow and next Tuesday and Wednesday. Hoping for at least 95% participation to comply with State requirements.

Shoup property was vandalized. We have insurance on the property, and an insurance claim will be made.

Monday, May 22nd is Senior awards night; June 9th is graduation.

**G. UTLA Update**

We are in bargaining, have had productive discussions and come to a verbal agreement on a few matters. UTLA expresses its support for the school psychologists. UTLA has proposed a 2.5% salary increase for this year.

**H. Introduction of New Board Member Bruce Takeguma**

Mr. Takeguma is our representative from LAUSD. Mr. Takeguma's background is with elementary schools; he also worked at LAUSD's Board of Education.

Recently retired from LAUSD after 38 years, but returned to work on some special projects for the District.

**I. Introduction of New Chief Business Officer Alan Darby**

**J. Board Election Update and Procedural Discussion**

Public speakers on this agenda item:

Brian Finley, parent, spoke against the Board election process.

Shelly Marshall, teacher, spoke against the Board election process.

Julie Kornack, Beatriz Chen and Darin Ryburn spoke against the election process used and against releasing the results of the election. Requested that a new election take place.

Diane Wynne and Scott Silverstein spoke in support of the election process used, asserted that it was done openly and that a new election was not warranted when policy and procedure was followed.

Fernando Delgado distributed what the candidates saw and what the ballots looked like. Noted that there was no default that put the candidates into one position or the other.

The Board, by majority, agreed to table this matter to a special meeting to be held at the end of this week or early next week.

**II. Board Procedure**

**A. Discussion and Possible Vote on Board Communication Policy**

The policy deals with communication to outside counsel. Policy is as follows:

1. Whenever practical and possible, ECRA staff should be the primary contact with outside counsel for legal matters;
2. All Board communications to outside counsel should be made through the Board Chair, absent exigent circumstances which would warrant direct communication to outside counsel, or when the Board Chair is unavailable or non-communicative for any reason;
3. Should exigent circumstances exist or the Board Chair is unavailable or non-communicative, Board communications to outside counsel should be made through the Vice-Chair of the Board (if any), or the Secretary of the Board, whenever possible and practical;

4. In the event a question comes from a Board member to staff and the question is referred to outside counsel, the response from outside counsel shall be provided to the questioning Board member unless doing so would violate the Brown Act. Scott Silverstein made a motion to adopt the new Board community policy. Steven Kofahl seconded the motion. The board **VOTED** to approve the motion.

**Roll Call**

Julie Kornack Abstain  
Steven Kofahl Aye  
Diane Wynne Aye  
Beatriz Chen Aye  
Scott Silverstein Aye  
Darin Ryburn Aye  
Bruce Takeguma Aye  
Jonathan Wasser Aye

**III. Consent**

**A. Review and Vote on April 19, 2017 Regular Board Meeting Minutes**

Scott Silverstein made a motion to approve minutes from the Board Meeting on 04-19-17.

Steven Kofahl seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

Diane Wynne Aye  
Jonathan Wasser Aye  
Darin Ryburn Abstain  
Beatriz Chen Aye  
Steven Kofahl Aye  
Bruce Takeguma Abstain  
Scott Silverstein Aye  
Julie Kornack Abstain

**IV. Financial**

**A. Review and Vote on March 2017 Check Registers**

Susan Kim, school Accountant, went over questions regarding the check register, which related to substitute teachers, NAEROK security, and a hotel charge for visiting WASC Committee members.

Beatriz Chen made a motion to approve the March 2017 check register.

Darin Ryburn seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

Beatriz Chen Aye  
Diane Wynne Aye  
Bruce Takeguma Abstain  
Jonathan Wasser Aye  
Darin Ryburn Aye  
Scott Silverstein Aye  
Julie Kornack Aye  
Steven Kofahl Aye

**B. March 2017 Financial Update**

Overall revenue went down by \$334,000. Expenditures increased by \$1.45M due to increased lifetime retiree benefits contributions, tech budget, and instructional consultants.

Mr. Silverstein asked that, for Cash Projections, the Board be provided 3 years' data to be able to make a comparison. Also 3 years' worth of expenses as well. 2017-18 preliminary budget had to be submitted to LAUSD by the beginning of May, so this is very preliminary; a final budget will be presented to the Board in June.

LCFF next month will change slightly due to recent State budget changes. The LCFF Target (as set by the State) is \$10,142/ADA (hope to reach this by 2021).

**C. Discuss and Vote on Giving Chief Business Officer Online Administrator Authority for Bank Accounts**

Diane Wynne made a motion to add Alan Darby CBO as online administrator on all bank accounts.

Darin Ryburn seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

Jonathan Wasser Aye

Bruce Takeguma Abstain

Diane Wynne Aye

Beatriz Chen Aye

Darin Ryburn Aye

Julie Kornack Aye

Scott Silverstein Aye

Steven Kofahl Aye

**D. Discuss and Vote on Assigning Permission to Validate Checks in ERP System to CBO**

Diane Wynne made a motion to give Alan Darby permission to validate checks in ERP system.

Steven Kofahl seconded the motion.

The board **VOTED** unanimously to approve the motion.

**E. Discuss and Vote on Contributions to Lifetime Benefits Trust**

Teachers were concerned that the lifetime benefit account was not being funded sufficiently. Mr. Hussey recommended that we continue with the \$200,000 per month for the rest for this school year (ending in June). An actuarial analysis should be conducted to determine if the amount of the contributions will be enough.

Darin Ryburn made a motion to continue contributing \$200,000.00 per month to the lifetime retirement fund through the end of the school year (May and June 2017).

Diane Wynne seconded the motion.

The board **VOTED** unanimously to approve the motion.

**V. School Business**

**A. Discuss Status of Energy Services Contract with OpTerra and Possible Vote on Financing**

Mr. Silverstein questioned why the \$63,800 cost was not included in the IRR. Mr. Lumino responded that this amount was previously approved and budgeted, and so was not included in the future projected IRR. However, OpTerra can include the \$63,800 in the IRR if desired. OpTerra does not believe there are any other costs that have not been disclosed. There are no minimums on the change

orders. Also, LAUSD is approving the project, and if there are any changes that LAUSD requires, that will be discussed.

The question of financing is whether to pay the out-of-pocket costs out of current available funds, or to finance it, possibly through the Hanmi Bank line of credit. The Board agrees to earmark / set aside the cost of the OpTerra contract, with progress payments to be made pursuant to a payment schedule. If cash flow becomes an issue, the Board will revisit the issue of financing.

Darin Ryburn made a motion to set aside the entire cost of the OpTerra project from available funds, with payments to be made pursuant to the payment schedule.

Julie Kornack seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

Darin Ryburn Aye  
Diane Wynne Aye  
Beatriz Chen Aye  
Julie Kornack Aye  
Jonathan Wasser Aye  
Bruce Takeguma Abstain  
Scott Silverstein Aye  
Steven Kofahl Aye

**B. Technology Update**

The recent technology update of laptops was used for SBAC testing, and the new WiFi system worked well. However, there is not sufficient personnel to handle these updates.

Create an ad hoc committee to come up with budgeting numbers to determine the need for additional personnel. Beatriz Chen and Diane Wynne will be on that committee.

**C. Update and Possible Vote on NWEA MAP Program**

The MAP Program was presented last month. The Program is great for students with disabilities. CSD is requiring that schools have an assessment and ways to measure growth. We have a quote for a lower price that expires on June 30, 2017. The total expected cost is \$53,800, but also may want additional training so the request is for a total of \$60,000 for the Program.

Beatriz Chen made a motion to approve the purchase of the MAP Program for a one year term, up to a total cost of \$60,000.00.

Diane Wynne seconded the motion.

The board **VOTED** unanimously to approve the motion.

**D. Local Control Accountability Plan - Presentation and Discussion**

Lisa Ring presented an initial draft of the LCAP. However, it is not finished yet in terms of budgeting, still need to input numbers. Once the numbers are inputted, it should go to staff to determine what the steps are and what is necessary to accomplish those steps. Staff needs additional time to finalize the LCAP, to input numbers and steps.

The Board will schedule a special meeting to discuss and approve, once the finalized draft of the LCAP is done.

**E. Discussion on Plans to Close the Achievement Gap**

This matter will also be discussed at a special meeting, once the LCAP and budget is finalized.

**F. Closing the achievement gap initial budget planning**

This matter will also be discussed at a special meeting, once the LCAP and budget is finalized.

**G. Discuss and Vote on Adoption of Education for Homeless Children and Youth Policy**

The revised Policy complies with recent changes in California law. However, does it sufficiently meet the needs of those for whom English is not their preferred language.

Darin Ryburn made a motion to approve the Education for Homeless Children and Youth Policy.

Diane Wynne seconded the motion.

The board **VOTED** unanimously to approve the motion.

**H. Discuss and Vote on Adoption of Education for Foster Youth Policy**

Steven Kofahl made a motion to approve the Education for Foster Youth Policy.

Darin Ryburn seconded the motion.

The board **VOTED** unanimously to approve the motion.

**I. Discuss and Vote on Resolution Re Material Revision for Shoup Property**

As the budget is not ready, the motion is tabled.

**J. Board Review of Comparable Compensation Data for Charter School Executive Directors**

**VI. Closed Session**

**A. Conference with Labor Negotiators**

There were no actions to report.

**B. Closed Session: Public Employment**

**VII. Reconvene to Open Session**

**A. Report of Action Taken in Closed Session, If Any**

There were no actions taken in closed session.

**B. Possible Board Approval of Resolution Regarding Executive Compensation for Executive Director**

Diane Wynne made a motion to approve the Resolution Re: Executive Director.

Steven Kofahl seconded the motion.

The board **VOTED** unanimously to approve the motion.

**Roll Call**

Scott Silverstein Aye

Beatriz Chen Aye

Bruce Takeguma Aye

Julie Kornack Aye

Darin Ryburn Aye

Steven Kofahl Aye

Diane Wynne Aye

Jonathan Wasser Aye

**C. Possible Board Approval of Employment Agreement for Executive Director**

Diane Wynne made a motion to approve the Employment Agreement for the Executive Director.

Steven Kofahl seconded the motion.

The board **VOTED** unanimously to approve the motion.

**Roll Call**

Darin Ryburn Aye

Scott Silverstein Aye

Bruce Takeguma Aye

Diane Wynne Aye

Jonathan Wasser Aye

Julie Kornack Aye

Steven Kofahl Aye

Beatriz Chen Aye

**VIII. Closing Items**

**A. Adjourn Meeting**

Beatriz Chen made a motion to adjourn the meeting.

Darin Ryburn seconded the motion.

The board **VOTED** unanimously to approve the motion.

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 10:56 PM.

Respectfully Submitted,  
Daniel Chang



## **BOARD OF DIRECTORS EL CAMINO REAL ALLIANCE**

### **BOARD POLICY COMMUNICATIONS WITH OUTSIDE COUNSEL**

The Board of Directors (the “Board”) of El Camino Real Alliance (“ECRA”), a nonprofit public benefit corporation, seeks to establish policy regarding communicating with its outside counsel on legal matters.

WHEREAS, the Board recognizes that having multiple Board members communicate with outside legal counsel would be costly; and

WHEREAS, multiple communications on substantive matters between outside counsel and Board members could potentially result in violations of the Brown Act; and

WHEREAS, it has been the Board’s practice to have communications directed through the Board Chair, who can then disseminate the information to the Board; and

WHEREAS, the Board believes that it would be most prudent and efficient to have legal questions from Board members directed first to staff, including the Executive Director, Chief Compliance Officer and/or Chief Business Officer, as applicable.

NOW, THEREFORE, the Board adopts the following policy:

1. Whenever practical and possible, ECRA staff should be the primary contact with outside counsel for legal matters;
2. All Board communications to outside counsel should be made through the Board Chair, absent exigent circumstances which would warrant direct communication to outside counsel, or when the Board Chair is unavailable or non-communicative for any reason;
3. Should exigent circumstances exist or the Board Chair is unavailable or non-communicative, Board communications to outside counsel should be made through the Vice-Chair of the Board (if any), or the Secretary of the Board, whenever possible and practical;
4. In the event a question comes from a Board member to staff and the question is referred to outside counsel, the response from outside counsel shall be provided to the questioning Board member unless doing so would violate the Brown Act.

Adopted: May 17, 2017