



MY Academy

Board of Directors Study Session

Published on November 3, 2023 at 5:15 PM PDT

Date and Time

Thursday November 9, 2023 at 9:00 AM PST

Location

Regus - Gateway Chula Vista
333 H Street, Suite 5000
Chula Vista, CA 91910

Join by telephone or via Zoom conferencing link below:

Dial by your location

+1 213 338 8477 US (Los Angeles)

+1 669 900 6833 US (San Jose)

Meeting ID: 816 128 9676

<https://us06web.zoom.us/j/8161289676>

MISSION STATEMENT

MY Academy believes in equity, inclusivity, academic excellence, hope, service, feedback, and gratitude. MYA's mission is to create an equitable and individualized learning environment that supports every student and strengthens relationships between all MY Academy Educational Partners.

THE ORDER OF BUSINESS MAY BE CHANGED WITHOUT NOTICE

Notice is hereby given that the order of consideration of matters on this agenda may be changed without prior notice.

REASONABLE LIMITATIONS MAY BE PLACED ON PUBLIC TESTIMONY

The Governing Board's presiding officer reserves the right to impose reasonable time limits on public testimony to ensure that the agenda is completed.

REASONABLE ACCOMMODATION WILL BE PROVIDED FOR ANY INDIVIDUAL WITH A DISABILITY

Pursuant to the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, any individual with a disability who requires reasonable accommodation to attend or participate in this meeting of the Governing Board may request assistance by contacting Motivated Youth Academy.

Agenda

	Purpose	Presenter	Time
I. Opening Items			9:00 AM
A. Record Attendance		Board President	1 m
Roll Call:			
William Hall, President			
Michael Humphrey, Vice President			
Steve Fraire, Clerk			
Peter Matz, Member			
Larry Alvarado, Member			
B. Call the Meeting to Order		Board President	1 m
II. Pledge of Allegiance			9:02 AM
A. Led by Board President or Designee		Board President	1 m
B. Land Acknowledgement		Bill Dobson	1 m
III. Approve/Adopt Agenda			9:04 AM
A. November 9, 2023 Board of Directors Study Session	Vote	Board President	1 m
It is recommended the Board of Directors adopt the agenda as presented.			
Roll Call Vote:			
William Hall			
Michael Humphrey			
Steve Fraire			
Peter Matz			

	Purpose	Presenter	Time
Larry Alvarado			
Moved by _____	Seconded by _____	Ayes _____	Nays _____ Absent _____

IV. Public Comments

Please submit a Request to Speak to the Board of Directors using the chat feature on the right hand side of the Zoom platform. Please state the agenda item number that you wish to address prior to the agenda item being called by the Board President. Not more than three (3) minutes are to be allotted to any one (1) speaker, and no more than twenty (20) minutes on the same subject. This portion of the agenda is for comments, and is not intended to be a question and answer period. If you have questions for the Board, please provide the Board President with a written statement and an administrator will provide answers at a later date.

V. Oral Presentations

9:05 AM

A.	Motivated Youth Academy Governance Documents Discussion	Discuss	Eric Stevens	15 m
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The following sections in the Second Amended Bylaws of Motivated Youth Academy will be discussed:

- Section 6.04 Election of Directors
- Section 6.06 Events Causing Vacancies on Board
- Section 6.07 Removal
- Any other sections the Board would like to discuss

B.	Superintendent/CEO Succession Planning	Discuss	Bill Dobson	10 m
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VI. Calendar

The next scheduled Regular Board of Directors meeting will be held on December 14, 2023, and the next scheduled Board of Directors Study Session will be held on April 11, 2024.

VII. Closing Items

9:30 AM

A.	Adjourn Meeting	Vote	Board President	1 m
	Roll Call Vote:			
	William Hall			

	Purpose	Presenter	Time
Michael Humphrey			
Steve Fraire			
Peter Matz			
Larry Alvarado			
Moved by _____	Seconded by _____	Ayes _____	Nays _____ Absent _____

FOR MORE INFORMATION

For more information concerning this agenda, contact
Motivated Youth Academy.

Coversheet

Land Acknowledgement

Section:	II. Pledge of Allegiance
Item:	B. Land Acknowledgement
Purpose:	
Submitted by:	
Related Material:	Land_Acknowledgement_v2.pdf

Land Acknowledgement

It is important that we demonstrate respect for the historic and contemporary presence of Indigenous peoples in California and in particularly the San Diego area. It is important for us to recognize that our campus resides on what were historically the traditional territories of indigenous peoples who were dispossessed of their homelands.

We are grateful and appreciative to the indigenous peoples, the traditional caretakers of the land, for the use of their lands on which we work, study, and learn. In this spirit, we would like to acknowledge and pay our respects to the Luiseno, Cahuilla, Cupeno, Kumeyaay, Northern Diegueño tribes and all the American Indian and Indigenous peoples and communities who have been or have become part of these lands and territories in California.



Coversheet

Motivated Youth Academy Governance Documents Discussion

Section: V. Oral Presentations
Item: A. Motivated Youth Academy Governance Documents Discussion
Purpose: Discuss
Submitted by:
Related Material:
Presentation by Eric Stevens_MY Academy Board Bylaws and Manual Training_Nov. 2023.pdf
Articles of Inc._County_Collaborative_Charter_School_RAI_STAMPED_7.19.2019 (1).pdf
Amended_Articles of Inc. MYA Name Chg_filed_SecretaryState_4.16.2020 (1).pdf
MYA_Second_Amended_Bylaws-Jan_2023_SIGNED.pdf
Motivated Youth Academy Board Manual (Revised June 22, 2023).pdf
MYA BB 9323 Public Participation at Board Meetings.pdf

Your Bylaws, Board Manual, and You

With Eric Stevens, attorney



Edwards, Stevens
and Tucker, LLP

Our Agenda

- ❑ Brief overview of your various governance documents and how they work together.
- ❑ Some ideas for your consideration regarding revisions to how Directors are appointed or removed from the Board.
- ❑ Provide this background information now to facilitate discussion during an upcoming Board Meeting.



Edwards, Stevens
and Tucker, LLP

Your Governance Documents

❖ Articles of Incorporation

(filed with Sec. of State)

❖ Board Bylaws

❖ Board Manual

❖ Policies

Both narrow and general;
onerous to change



to



Broader but also more specific;
easy to change



Edwards, Stevens
and Tucker, LLP

Articles of Incorporation

- ❑ A few mandatory components:
 - ❑ Identify charitable purpose
 - ❑ Dedicate assets to that charitable purpose
 - ❑ Identify “members” (legal term of art; you have no members)
- ❑ Filed with California’s Secretary of State.
- ❑ Any changes must be filed with the Sec. of State.



Edwards, Stevens
and Tucker, LLP

Bylaws (Simple Board Vote to Change)

- ☐ Charitable purpose of the nonprofit public benefit corporation
- ☐ Size of Board (3 to 9 Directors)
- ☐ Selection and appointment of new Directors
- ☐ Removal of Directors
- ☐ General rules for location and conduct of meetings



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and Tucker, LLP

Bylaws (Simple Board Vote to Change)

- ☐ Board officers and their duties (President, etc.)
- ☐ Corporate officers and their duties (Superintendent/CEO, etc.)
- ☐ Committees of the Board
- ☐ Insurance requirements
- ☐ Corporate record keeping



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and Tucker, LLP

Board Manual (Simple Board Vote to Change)

- ❑ The “nuts and bolts” of running Board Meetings, the scope of authority of the Board and individual Directors, and Board Officer roles.
- ❑ Almost all separate policies on these topics were collected in one document – the Board Manual.
 - ❑ Public participation policy is the exception
- ❑ Significant overlap with the Bylaws, but the Manual is both broader and deeper.



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and Tucker, LLP

Board Manual (Simple Board Vote to Change)

Content unique to the Manual includes:

- ☐ Public statements by the Board or a Director
- ☐ Confidential information and its disclosure
- ☐ Directors' electronic communications
- ☐ Limits of an individual Director's authority



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Board Manual (Simple Board Vote to Change)

- ☐ Oath of office, orientation, and trainings
- ☐ Amount of Director's stipend
- ☐ More details on agendas and meeting conduct
- ☐ Meeting minutes
- ☐ Board self-evaluation



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and Tucker, LLP

Bylaws – Selection and Appointment of Directors

- ☐ Advisory committee identifies candidates
- ☐ Candidates presented to full Board
- ☐ Elected by majority vote of Directors then in office
- ☐ 3-year terms of office by default, but can be shorter to maintain staggered terms
- ☐ A sitting Director may be reappointed



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and Tucker, LLP

Bylaws – Selection and Appointment of Directors

Consider adding additional guidelines to the Bylaws:

- ☐ Standard application?
- ☐ Desirable qualifications?
- ☐ Interview process?
- ☐ Use a subcommittee to screen applications and develop interview questions?

CSBA's "Filling a Board Vacancy" guide has helpful samples.



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and Tucker, LLP

Bylaws – Removal of a Director

A majority of the Board may remove a Director for any reason or no reason.

- ☐ Add illustrative examples? “A Director may be removed for reasons including, but not limited to . . .”
- ☐ Add an exhaustive list of reasons for removal? “A Director may only be removed for the following reasons. . .”
- ☐ Consider a supermajority for removal?
 - ☐ 5 sitting Directors = 4 votes to remove?
 - ☐ 7 sitting Directors = 5 votes to remove?
 - ☐ 9 sitting Directors = 6 or 7 votes to remove?



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and Tucker, LLP

Bylaws – Removal of a Director

Possible grounds for removal:

- ☐ Chronic absenteeism?
- ☐ Corrupt practices?
- ☐ Violation of oath of office?
- ☐ Incapacity?
- ☐ Conviction of certain crimes?



Edwards, Stevens
and Tucker, LLP

Questions?

Eric Stevens

stevens@estattorneys.com



Edwards, Stevens
and Tucker, LLP

A0831705

FILED *MB*Secretary of State
State of California

JUL 29 2019

**RESTATED ARTICLES OF INCORPORATION
OF
COUNTY COLLABORATIVE CHARTER SCHOOL**

The undersigned certify that:

1. They are the President and the Secretary of County Collaborative Charter School, a California nonprofit public benefit corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as follows:

I.

The name of the Corporation is County Collaborative Charter School.

II.

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to create, manage, operate, guide, direct and promote one or more public charter schools, including County Collaborative Charter School, and such other educational programs that promote lifelong learning in the communities they serve, as the Board of Directors may define from time to time

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, 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) by 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.

III.

All corporate property is irrevocably dedicated to the purposes set forth in the second article above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, members, trustees, officers or other private persons except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II.

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Subject to the provisions of the nonprofit public benefit provisions of the Nonprofit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

IV.

The authorized number and qualifications of members of the corporation, if any, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

V.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, corporation or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

3. The foregoing amendment to and restatement of the Articles of Incorporation have been duly approved by the Board of Directors.
4. The Corporation has no members.

A0831705

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

Dated: 7/18/19

Kurt Madden

Kurt Madden, President

Lori Hath

Lori Hath, Secretary

I hereby certify that the foregoing
(number of) _____
is a true and correct copy of the
original record in the custody of the
California Secretary of State's office.



AUG - 9 2019

Date:

Alex Padilla
ALEX PADILLA, Secretary of State



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG - 9 2019 *Am*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

A0841628



**Secretary of State
Certificate of Amendment of
Articles of Incorporation
Name Change Only - Nonprofit**

AMDT-
NP-NA

FILED
Secretary of State
State of California

APR 16 2020

IMPORTANT — Read Instructions before completing this form.

Filing Fee — \$30.00

Copy Fees — First Page \$1.00 & .50 for each attachment page;
Certification Fee — \$5.00

This Space For Office Use Only

1. Corporation Name (Enter the exact name of the corporation as it is currently recorded with the California Secretary of State)

COUNTY COLLABORATIVE CHARTER SCHOOL

2. 7-Digit Secretary of State File Number

3628915

3. New Corporation Name

Item 3a: Enter the number, letter, or other designation assigned to the provision in the Articles of Incorporation being amended (e.g., "I," "First," or "A"). See Instructions if the provision in the Articles of Incorporation being amended does not include a number, letter, or other designation. Any attachment is made part of this document.

Item 3b: Enter the new corporate name.

3a. Article I of the Articles of Incorporation is amended to read as shown in Item 3b below:

3b. The name of the corporation is MOTIVATED YOUTH ACADEMY

4. Approval Statements

4a. The Board of Directors has approved the amendment of the Articles of Incorporation.

4b. Member approval was (check one):

☐ By the required vote of the members in accordance with California Corporations Code section 5812, 7812, or 12502.

☒ Not required because the corporation has no members.

5. Read, sign and date below (See instructions for signature requirements. Note: Both lines must be signed.)

We declare under penalty of perjury under the laws of the State of California that the matters set forth herein are true and correct of our own knowledge and we are authorized by California law to sign.

4/6/2020

Date

Signature

KURT MADDEN

Type or Print Name of President

4/6/2020

Date

Signature

LORI HATH

Type or Print Name of Secretary



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 12 2020

Date: _____

Handwritten signature of Alex Padilla in blue ink.

ALEX PADILLA, Secretary of State

**SECOND AMENDED BYLAWS
OF
MOTIVATED YOUTH ACADEMY CHARTER SCHOOL
(A California Nonprofit Public Benefit Corporation)**

Adopted on January 12, 2023

ARTICLE I. NAME

Section 1.01 Corporate Name. The name of this corporation is Motivated Youth Academy Charter School (hereinafter, the “Corporation”).

ARTICLE II. OFFICES

Section 2.01 Principal Office. The principal office of the Corporation is located at 500 La Terraza Blvd, Suite 150 Escondido, CA 92025. The Board of Directors (“Board”) may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE III. PURPOSES

Section 3.01 Description in Articles. The Corporation’s general and specific purposes are described in its Articles of Incorporation.

ARTICLE IV. DEDICATION OF ASSETS

Section 4.01 Dedication of Assets. This Corporation’s assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall insure to the benefit of any private person or individual, or to any Director or officer of the Corporation. Upon dissolution of the Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as set forth in its Articles of Incorporation.

ARTICLE V. NO MEMBERS

Section 5.01 No Members. The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 5.02 Authority Vested in the Board. Any action that otherwise requires approval by a majority of all members, or approval by the members, requires only approval of the Board. All rights that would otherwise vest under the California Nonprofit Public Benefit Corporation Law in the members shall vest in the Board.

Section 5.03 Associates. The Corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation or these Bylaws, the Corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the Corporation's activities to any person(s), management company, or committees, however composed, provided that the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the Corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation;

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations to do so which are not inconsistent with law, the Corporation's Articles of Incorporation, or these Bylaws;

(c) To change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities in or outside California;

(d) To borrow money and incur indebtedness for the Corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

(f) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(g) To act as trustee under any trust incidental to the principal object of the Corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

(h) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the Corporation's purposes.

Section 6.03 Number of Directors. The Board shall consist of a minimum of three (3) and no more than nine (9) Directors, with the actual number to be determined from time to time by the Board. If a charter authorizer representative serves on the Board pursuant to Education Code Section 47604(c), the Board may elect an additional Director to maintain an odd number of Directors, even in excess of the

nine (9) Director limit described in this section.

Section 6.04 Election of Directors. Unless an alternative process is adopted or implemented by the Board, candidates shall be nominated, evaluated and elected as follows:

(a) The Board will appoint an advisory committee to identify qualified candidates for election to the Board, and will endeavor to appoint the committee at least thirty (30) days before any election of Director(s). The committee will prepare and provide the Board a list of qualified candidates nominated by the committee, and will endeavor to complete and provide the Board such list at least seven (7) days before the election or at such other time as the Board may direct. If available at the time, the Secretary shall also provide the Board with a copy of the list when sending notice of the meeting at which the election will be held, or as soon as possible thereafter.

(b) Directors shall be elected by a majority vote of the Directors then in office, typically at the Board's annual meeting. All Directors shall have full voting rights.

Section 6.05 Terms of Office. With the exception of the initial Board that served five-year terms, each Director shall hold office for a three-year term, but the Board may designate a particular Director to serve a one-, two- or three-year term in order to maintain staggered terms on the Board. Each incumbent Director shall serve until a successor has been elected and seated by the Board. There shall be no limitation on the number of consecutive terms to which a Director may be re-elected.

Section 6.06 Events Causing Vacancies on Board. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected and seated by the Board.

Section 6.07 Removal. Any Director may be removed at any time by a majority vote of the Board, with or without cause.

Section 6.08 Resignation. Subject to Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the Executive Director/CEO, the Board President, or the Board as a whole, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without at least one (1) Director in charge of its affairs.

Section 6.09 Brown Act and Charter Schools Act Compliance; Location of Meetings. Meetings of the Board with respect to charter school operations shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (Government Code Sections 54950, *et seq.*) ("Brown Act") and the Charter Schools Act.

Section 6.10 Annual Meetings. The Board shall meet annually for the purpose of organization, election of directors and officers and the transaction of such other business as may properly be brought before the meeting.

Section 6.11 Regular Meetings. The Board shall hold regular meetings, along with the annual

meetings, at such times and places as may from time to time be fixed by the Board. Regular meetings of the Board related to charter school operations shall be called, held, and conducted in accordance with the Brown Act and the Charter Schools Act, including that agendas for such meetings will be posted seventy-two (72) hours prior to the meeting in a location that is freely accessible to members of the public and on the school's website. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 6.12 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Executive Director/CEO, the Board President, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email. Notice of special meetings related to charter school operations shall be provided at least twenty-four (24) hours prior to the meeting and shall be held in locations and in a manner consistent with the Brown Act and the Charter School Act.

Section 6.13 Quorum. A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board, subject to the provisions of Corporations Code Section 5212 (appointment of committees), Section 5233 (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) (indemnification of directors), and except as may be otherwise provided under the Political Reform Act, if applicable. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy.

Section 6.14 Participation by Teleconference. Directors may participate in a meeting of the Board through the use of teleconference telephone, electronic video communication, or similar communications equipment, so long as each Director participating in such meeting can communicate with all of the other Directors concurrently and is provided the means of participating in all matters before the Board. In addition, a Board meeting related to charter school operations must be noticed and conducted in compliance with Section 54953(b) of the Brown Act and the Charter Schools Act, including without limitation the following:

- (a) At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within the Corporation's jurisdiction;
- (b) All votes taken during a teleconference meeting shall be by roll call;
- (c) Agendas shall be posted at all teleconference locations, with each location identified in the notice and agenda of the meeting;
- (d) All locations where a member of the Board participates via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- (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 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.

Section 6.15 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.16 Action Without Meeting. The Board may take action without a meeting with respect to activities that are not related to charter school operations, if any, so long as all Directors on the Board consent in writing to such action and if allowed by applicable law under the Government and Educations Codes. Such written consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the Board.

Section 6.17 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.18 Compensation and Reimbursement. Directors may receive such compensation for their service as Directors and/or officers as the Board may establish by resolution to be just and reasonable compensation as to the Corporation at the time that the resolution is adopted. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the Corporation's business.

Section 6.19 Interested Person. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; 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.

ARTICLE VII. BOARD OFFICERS

Section 7.01 Board Officers. The Corporation shall have the following Board officer positions, which shall be filled by Directors currently serving on the Board pursuant to Section 7.02 below, and who shall have such authority and duties as the Board may determine including the following:

- (a) Board President, who shall preside at Board meetings;
- (b) Board Vice President, who shall preside at Board meetings in the absence of the Board President; and
- (c) Board Clerk, who may preside at Board meetings and fulfill the Board President's responsibilities described above in the absence of the Board Vice President or the Board President. In addition to the Board President, the Board Clerk shall sign and review the Board approved minutes of this Corporation.

Section 7.02 Election of Board Officers. The Board officers shall be elected annually by a majority vote of the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board for one (1) year terms without a limitation on the number of consecutive terms, and shall hold their

respective offices until their resignation, removal, or other disqualification from service.

Section 7.03 Removal of Board Officers. Any Board officer may be removed, with or without cause, by a majority vote of the Board at any time. Such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.04 Resignation of Board Officers. Any Board officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect upon receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.05 Board Officer Vacancies. A vacancy in any Board office for any reason shall be filled in the manner provided in Section 7.02 for the election of Board officers, except that such vacancies shall be filled as they occur (rather than annually).

ARTICLE VIII. CORPORATE OFFICERS

Section 7.06 Corporate Officers. The Corporation shall have the following corporate officer positions, which are typically held by employees or contractors of the Corporation, who shall have the following duties and shall serve pursuant to their contracts of employment:

(a) Executive Officer, who shall be the general manager and chief executive officer of the Corporation, and, subject to the control of the Board and their employment contract, shall generally supervise, direct, and control the activities, affairs, and employees of the Corporation, and shall see that all resolutions of the Board are carried into effect, and shall perform any and all other duties assigned by the Board, and by contract if an employee. The Executive Officer shall be reported on the Statement of Information filed with the Secretary of State as the Chief Executive Officer of the Corporation.

(b) Chief Financial Officer, who shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chief Financial Officer shall be reported on the Statement of Information filed with the Secretary of State as the Chief Financial Officer of the Corporation.

(c) Secretary, who shall be responsible for keeping a full and complete record of the proceedings of the Board and its committees, giving such notices as may be proper and necessary, keep the minute books of this Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Secretary shall be reported on the Statement of Information filed with the Secretary of State as the Secretary of the Corporation.

Section 7.07 Duplication of Office Holders. Any number of offices may be held by the same person, except that neither the Secretary, the Treasurer (if any) nor the Chief Financial Officer may serve concurrently as the Board President or the Executive Officer.

Section 7.08 Compensation of Officers. Subject to Section 6.18 above, the salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case of corporate officers hired by the Executive Officer, the Executive Officer shall have the authority to fix such corporate officers' salaries, if any. In all cases, any salaries received by the Corporation's officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the

charitable purposes of the Corporation.

ARTICLE IX. COMMITTEES

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors or others to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

- (a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of the Corporation's Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees having the authority of the Board; or
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

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

Section 8.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. Meetings of committees related to charter school operations shall be conducted in accordance with the Brown Act, if applicable. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws and the Brown Act, if applicable. In the absence of any such rules by the Board, each

committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 8.03 Revocation of Delegated Authority to Board Committees. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein from the members of the Board.

Section 8.04 Audit Committee. For any tax year in which the Corporation has non-governmental gross revenues of \$2 million or more or is otherwise required by applicable law to have an independent

audit, this Corporation shall have an Audit Committee whose members shall be appointed by the Board, and may include both Directors and non-Directors, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the Chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the Chief Executive Officer and the Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this Corporation; and (e) Audit Committee members may not receive compensation greater than the compensation paid to Directors for their service on the Board (as provided herein, members of the Board are not compensated for service on the Board).

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

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses" shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 9.02 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

Section 9.03 Non-Liability of Directors. No Director shall be personally liable for the Corporation's debts, liabilities, or other obligations.

ARTICLE XI. RECORDS AND REPORTS

Section 10.01 Maintenance of Corporate Records. The Corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and committees of the Board; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) such reports and records as required by law.

Section 10.02 Inspection. Every Director shall have the right at any reasonable time, and from

time to time, to inspect all books, records, and documents of every kind and the physical properties of the Corporation, subject to applicable law. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. 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 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the Corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable 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 the assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

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

Section 10.04 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

ARTICLE XII. OTHER PROVISIONS

Section 11.01 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 11.02 Fiscal Year. The fiscal year of the Corporation shall be from July 1st through June 30th of the following year.

ARTICLE XIII. AMENDMENT OF BYLAWS

Section 12.01 Bylaw Amendments. The Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the Directors then in office.

CERTIFICATE OF ADOPTION

I certify that I am the Secretary of Motivated Youth Academy Charter School, a California nonprofit public benefit corporation, and that the foregoing Second Amended Bylaws constitute the Bylaws of such Corporation that were duly adopted by its Board of Directors on January 12, 2023.

IN WITNESS WHEREOF, I have executed this certificate on January 19, 2023.

DocuSigned by:

Lori Hatha

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Secretary, Motivated Youth Academy Charter School



MOTIVATED YOUTH ACADEMY

Board of Directors Manual



Board of Directors Manual

Role of the Board

The Board of Directors (Board) is elected to provide leadership and oversight of the nonprofit corporation that operates charter school(s). The Board shall ensure that the nonprofit corporation is responsive to the values, beliefs, and priorities of the communities it serves.

The Board shall work with the Superintendent/CEO/Executive Director to fulfill its major responsibilities, which include:

1. Setting the direction for the nonprofit corporation through a process that involves the counties, communities, parents/guardians, students, and staff and is focused on student learning and achievement
2. Establishing an effective and efficient organizational structure for the nonprofit corporation by:
 - a. Employing the Superintendent/CEO/Executive Director and setting policy for hiring of other personnel
 - b. Overseeing the development and adoption of policies
 - c. Establishing academic expectations and adopting the curriculum and instructional materials
 - d. Establishing budget priorities and adopting the budget
 - e. Providing safe, adequate facilities that support the school's operations
3. Providing support to the Superintendent/CEO/Executive Director and other staff as they carry out the Board's direction by:
 - a. Establishing and adhering to standards of responsible governance
 - b. Making decisions and providing resources that support the nonprofit corporation priorities and goals
 - c. Upholding Board policies
 - d. Being knowledgeable about school programs and efforts in order to serve as effective spokespersons
4. Ensuring accountability to the public for the performance of the school(s) and compliance with the charter(s) by:
 - a. Establishing and approving all major educational and operational policies
 - b. Approval all major contracts
 - c. Approving the charter school's annual budget and overseeing the charter school's



- fiscal affairs
 - d. Hearing expulsion recommendations at scheduled Board of Directors' meetings to meet the required timeframe for expulsions
 - e. Evaluating the Superintendent/CEO/Executive Director who oversees the day-to-day operations of the charter school and implementing the policy direction of the Board
 - f. Developing annual goals for the charter school and long and long range plans with input from the Superintendent/CEO/Executive Director teachers, and parent/guardian advisory council members
 - g. Receiving reports from, and providing recommendations to, the Superintendent/CEO/Executive Director relative to long-term strategic planning
 - h. Assessing the charter school's goals, objectives, academic achievement/student progress, financial status, and any need for redirection
 - i. Evaluating charter school and student performance
5. Providing leadership and advocacy on behalf of students, the educational program, and public education in order to build support within the local counties and communities.

Governance Standards

The Board believes that its primary responsibility is to act in the best interests of every student in the school(s). The Board is also committed to parents/guardians, counties, communities, employees, the State of California, and the laws pertaining to public education, as well as established policies of the school(s). To maximize Board effectiveness and public confidence in Board governance, Board members are expected to govern responsibly and hold themselves to the highest standards of ethical conduct.

The Board expects its members to work with each other and the Superintendent/CEO/Executive Director to ensure that a high-quality education is provided to each student. Each individual Board member shall:

1. Keep learning and achievement for all students as the primary focus
2. Value, support and advocate for public education
3. Recognize and respect differences of perspective and style on the Board and among staff, students, parents, and the counties and communities it serves
4. Act with dignity, and understand the implications of demeanor and behavior
5. Keep confidential matters confidential
6. Participate in professional development and commit the time and energy necessary to be



an informed and effective leader

7. Understand the distinctions between Board and staff roles, and refrain from performing management functions that are the responsibility of the Superintendent/CEO/Executive Director and other staff
8. Understand that authority rests with the Board as a whole and not with individuals

Board members shall also assume collective responsibility for building unity and creating a positive organizational culture. To operate effectively, the Board shall have a unity of purpose and:

1. Keep the the nonprofit corporation focused on learning and achievement for all students
2. Communicate a common vision
3. Operate openly, with trust and integrity
4. Govern in a dignified and professional manner, treating everyone with civility and respect
5. Govern within Board-adopted policies and procedures
6. Take collective responsibility for the Board's performance
7. Annually evaluate its own effectiveness
8. Ensure opportunities for the diverse range of views in the students, staff, counties and communities it serves to inform Board deliberations

Public Statements

The Board recognizes its members may participate in public discourse on matters of civic or community interest, including those involving the nonprofit corporation, and their right to freely express their personal views. However, to ensure communication of a consistent, unified message regarding nonprofit corporation issues, Board members are expected to respect the authority of the Board to choose its representatives to communicate its positions and to abide by established protocols.

All public statements authorized to be made on behalf of the Board shall be made by the Board President or, if appropriate, by the Superintendent/CEO/Executive Director or other designated representative.



When speaking for the nonprofit corporation, the Board encourages its spokespersons to exercise restraint and tact and to communicate the message in a manner that promotes public confidence in the Board's leadership.

Board spokespersons shall not disclose confidential information or information received in closed session except when authorized by a majority of the Board, nor shall Board spokespersons express any support for (or opposition to) any candidate(s) for political office. The Board must ensure that any statements or informational materials concerning proposed legislation or political candidates are provided in a neutral, nonpartisan and educational manner that is consistent with state and federal restrictions for 501(c)(3) nonprofits and public agencies.

When speaking to community groups, members of the public, or the media, individual Board members should recognize that their statements may be perceived as reflecting the views and positions of the Board. Board members have a responsibility to identify personal viewpoints as such and not as the viewpoint of the Board.

In addition, the Board encourages members who participate on social networking sites, blogs, or other discussion or informational sites to conduct themselves in a respectful, courteous, and professional manner and to model good behavior for students and the community. Such electronic communications are subject to the same standards and protocols established for other forms of communication. Furthermore, the Brown Act prohibits Board members from responding directly to any community on an internet-based social media platform regarding a matter that is within the subject-matter jurisdiction of the Board (e.g., charter school matters) that is made, posted, or shared by any other Board member.

Disclosure of Confidential/Privileged

The Board recognizes the importance of maintaining the confidentiality of information acquired as part of a Board member's official duties. Confidential/privileged information shall be released only to the extent authorized by law and upon approval from the Board.

Disclosure of Closed Session Information

A Board member shall not disclose confidential information acquired during a closed session to a person not entitled to receive such information, unless a majority of the Board has authorized its disclosure.

Confidential information means a communication made in a closed session that is specifically related to the basis for the Board to meet lawfully in closed session.



Other Disclosures

A Board member shall not disclose, for pecuniary gain, confidential information acquired in the course of his/her official duties. Confidential information includes information that is not a public record subject to disclosure under the Public Records Act, information that by law may not be disclosed, or information that may have a material financial effect on the Board member.

The Board may take action against any person for disclosing confidential information.

Disclosures excepted from this prohibition are those made to law enforcement officials when reporting on improper governmental activities.

Board Member Electronic Communications

The Board recognizes that electronic communication is an efficient and convenient way for Board members to communicate and expedite the exchange of information within the nonprofit corporation and with members of the public. Board members shall exercise caution so as to ensure that electronic communications are not used as a means for the Board to deliberate outside of an agendaized Board meeting nor to circumvent the public's right to access records regarding the nonprofit corporation.

A quorum of the Board shall not, outside of an authorized Board meeting, use a series of electronic communications of any kind including emails, texts, or communications on an internet-based social media platform, directly or through intermediaries, to discuss, deliberate, or take action on any item that is within the subject-matter jurisdiction of the Board (e.g., charter school matters).

Examples of permissible electronic communications concerning the nonprofit corporation include, but are not limited to, dissemination of Board meeting agendas and agenda packets, reports of activities from the Superintendent/CEO/Executive Director sent to Board members, and reminders regarding meeting times, dates, and places. Board members must not “reply-all” to these communications.

In addition, Board members may use electronic communications to discuss matters that do not pertain to the nonprofit corporation, regardless of the number of Board members participating in the discussion. However, Board members must be clear that such communications regarding any candidates for political office or proposed legislation are their own personal viewpoints and do not represent the Board, the nonprofit corporation or the school.

Board members shall make every effort to ensure that their electronic communications conform to the same standards and protocols established for other forms of communication. A Board member may respond, as appropriate, to an electronic communication received from a member of the community and should make clear that their response does not necessarily reflect the views of the Board as a whole. Any complaint or request for information should be forwarded to



the Superintendent/CEO/Executive Director in accordance with Board policies and procedures so that the issue may receive proper consideration and be handled through the appropriate nonprofit corporation process. As appropriate, communication received from the media shall be forwarded to the Superintendent/CEO/Executive Director.

To the extent possible, electronic communications regarding any nonprofit corporation-related business shall be transmitted through a nonprofit corporation-provided device or account. Conversely, personal communications shall not be transmitted through a nonprofit corporation-provided device or account, nor shall communications regarding candidates for

political office or proposed legislation without prior approval from the Board. Board members should keep in mind that such electronic communications (those transmitted through a provided device or account, or those pertaining to charter school matters) may be subject to public disclosure under the Public Records Act.

Limits of Board Member Authority

The Board recognizes that the Board governs the nonprofit corporation and that a Board member has no individual authority. Board members shall hold the interests of the nonprofit corporation above any partisan principle, group interest, or personal interest.

Unless agreed to by the Board as a whole, individual members of the Board shall not exercise any administrative responsibility with respect to the schools or command the services of any school employee. Individual Board members shall submit requests for information to the Superintendent/CEO/Executive Director. Board members shall refer Board-related correspondence to the Superintendent/CEO/Executive Director for forwarding to the Board or for placement on the Board's agenda, as appropriate.

Individual Board members do not have the authority to resolve complaints. Any Board member approached directly by a person with a complaint should refer the complainant to the Executive Director or designee so that the problem may receive proper consideration and be handled through the appropriate nonprofit corporation process.

A Board member whose child is attending a nonprofit corporation school should be aware of their role as a Board member when interacting with nonprofit corporation employees about their child.

The Superintendent/CEO/Executive Director designee shall provide a copy of the state's open meeting laws (Brown Act) to each Board member and to anyone who is elected to the Board but has not yet assumed office.

Board members and persons elected to the Board who have not yet assumed office are responsible for complying with the requirements of the Brown Act.



Oath or Affirmation

It is a tradition of the Board that, prior to entering office, all Board members take an oath or affirmation.

The following oath may be administered and certified by the Superintendent/CEO/Executive Director and/or the Board President:

I, _____ do solemnly swear (or affirm) that I will support and defend the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter.

Orientation

The Board recognizes the importance of providing all newly elected Board members with support and information to assist them in becoming effective members of the Board. Incoming Board members are provided an orientation designed to build their knowledge of the nonprofit corporation and an understanding of the responsibilities of their position. Such orientation may include the provision of information, support, and/or training related to Board functions, policies, protocols, and standards of conduct.

As early as possible following the election of Board members, one or more orientation sessions may be held during open meeting(s) of the Board or scheduled 1:1 meetings with the Superintendent/CEO/Executive Director and other staff. The Board President and the Superintendent/CEO/Executive Director or designee shall develop an agenda for the meeting(s) and shall identify resources that may be useful for incoming Board members.

Upon their election, incoming Board members shall be provided a copy of the Brown Act and informed that, pursuant to Government Code 54952.1, they must conform to the Act's requirements as if they had already assumed office. Incoming Board members must also complete a Form 700 within 30 days of assuming office in accordance with the Political Reform Act. Additional information for incoming Board members may include, but is not limited to, Board bylaws related to the limits of individual Board member authority, the conduct of Board meetings, and other Board operations; governance standards for ethical conduct; legal requirements related to conflict of interest and prohibited political activity; protocols for speaking with nonprofit corporation staff, members of the public, and the media; and publications on effective governance practices.



In addition, the Superintendent/CEO/Executive Director or designee shall provide incoming Board members with specific background information regarding the nonprofit corporation, including, but not limited to, the nonprofit corporation's vision and goals statements, local control and accountability plan and other comprehensive plans, student demographic data, student achievement data, nonprofit corporation policy manual, nonprofit corporation budget, and minutes of recent open Board meetings.

The Superintendent/CEO/Executive Director or designee may offer incoming Board members a tour of the nonprofit corporation's administrative offices and facilities, and may introduce them to the nonprofit corporation and charter school site administrators and other staff.

Incoming members are encouraged, at the nonprofit corporation's expense and with approval of the Board, to attend charter school organization workshops and conferences relevant to the needs of the individual member, the Board as a whole, or the nonprofit corporation.

Board Training

The Board believes that the Board's ability to effectively and responsibly govern the nonprofit corporation is essential to promoting student achievement, building positive community relations, and protecting the public interest in the nonprofit corporation that operates charter school(s). Board members shall be provided sufficient opportunities for professional development that helps them understand their responsibilities, stay abreast of new developments in education, and develop boardsmanship skills.

The Board and/or the Superintendent/CEO/Executive Director or designee shall provide an orientation to newly elected or appointed Board members which includes comprehensive information regarding Board roles, policies, and procedures and the nonprofit corporation's vision and goals, operations, and current challenges. Throughout their first term, Board members shall continue to participate in additional educational opportunities designed to assist them in understanding the principles of effective governance, including, but not limited to, information on school finance and budgets, student achievement and assessment, labor relations, community relations, program evaluation, open meeting laws (the Brown Act), conflict of interest laws, and other topics necessary to govern effectively and in compliance with law.

Board members will be responsible for participating in required training programs, including but not limited to ethics training as set forth in AB 2158 (commencing on January 1, 2025). All Board members are encouraged to continuously participate in advanced training in order to reinforce boardsmanship skills and build knowledge related to key education issues. Such activities may include online courses, webinars, webcasts, and in-person attendance at workshops and conferences. In addition, workshops and consultations may be held within the nonprofit corporation on issues that involve the entire governance team.



Board members may attend a conference or similar public gathering with other Board members and/or with the Superintendent/CEO/Executive Director or designee in order to develop common knowledge and understanding of an issue or engage in team-building exercises. In such cases, a

majority of the Board members shall not discuss among themselves, other than as part of the scheduled program, business of a specified nature that is within the nonprofit corporation's jurisdiction, so as not to violate the Brown Act open meeting laws.

Board members shall report to the Board, orally or in writing, on the Board training activities they attend, for the purpose of sharing the acquired knowledge or skills with the full Board and enlarging the benefit of the activity to the Board and nonprofit corporation.

Remuneration, Reimbursement

Compensation

Each member of the Board of Directors (Board) may receive a monthly compensation of \$650.00.

On an annual basis, the Board may adjust the compensation of Board members in an amount that is just and reasonable to the nonprofit corporation based on the services performed by the Board members and in consideration of comparable compensation that is paid to individuals holding similar positions at similarly-sized nonprofit organizations in the same geographic location. The Board shall adopt such compensation by resolution based on the comparable analysis, which may include a compensation study.

Board members are not required to accept payment for meetings attended.

A member may be compensated for meetings they missed when the Board finds that they were performing designated services for the nonprofit corporation that operates charter school(s) at the time of the meeting or that they were absent because of illness, jury duty, or a hardship deemed acceptable by the Board.

Reimbursement of Expenses

Board members shall be reimbursed for actual and necessary expenses incurred when performing authorized services for the nonprofit corporation. Expenses for travel, telephone, business meals, or other authorized purposes shall be in accordance with policies established for the nonprofit corporation personnel and at the same rate of reimbursement.

Board members shall be reimbursed for travel expenses incurred when performing services directed by the Board.

Authorized purposes may include, but are not limited to, attendance at educational seminars or conferences designed to improve Board members' skills and knowledge; participation in



regional, state, or national organizations whose activities affect the nonprofit corporation's interests; attendance at the nonprofit corporation or community events; and meetings with state or federal officials on issues of community concern.

Personal expenses shall be the responsibility of individual Board members. Personal expenses

include, but are not limited to, the personal portion of any trip, alcohol, entertainment, laundry, expenses of any family member who is accompanying the Board member on the nonprofit corporation-related business, personal use of an automobile, and personal losses and traffic violation fees incurred while at the nonprofit corporation.

Any questions regarding the propriety of a particular type of expense should be resolved pursuant to the fiscal policy.

Board Policies

The Board shall adopt written policies to convey its expectations for actions that will be taken in the nonprofit corporation, clarify roles and responsibilities of the Board and Superintendent/CEO/Executive Director, and communicate board philosophy and positions to students, staff, parents/guardians, and the community.

The nonprofit corporation's policy development process may be revised or expanded as needed based on the issue being considered, the need for more information, or the desire to provide greater opportunities for consultation and public input.

Policies shall become effective upon Board adoption or at a future date if so designated by the Board at the time of adoption.

Board Bylaws

The Board shall prescribe and enforce rules for its own governance consistent with state law and regulations.

Bylaws governing Board operations may be amended in accordance with the process set forth in the Bylaws.

Monitoring and Evaluation

At any time, the Board and Superintendent/CEO/Executive Director or designee may determine that progress reports to the Board on the implementation and/or effectiveness of the policy should be scheduled. If so, the Board and Superintendent/CEO/Executive Director or designee shall agree upon a timeline and, as applicable, measures for evaluating the effectiveness of the policy in achieving its purpose.



Access to Policies

The Superintendent/CEO/Executive Director or designee shall provide for public access to current Board-adopted policies, such as by posting policies to the website or making them available upon request.

As necessary, the Superintendent/CEO/Executive Director or designee shall notify staff,

parents/guardians, students, and other stakeholders whenever a policy that affects them is adopted or revised. They may determine the appropriate communication strategy depending on the issue. Policies shall be posted on the website when required by law.

Agenda, Meeting Materials

Any board member or member of the public may request that a matter within the jurisdiction of the Board be placed on the agenda of a regular meeting. The request shall be submitted in writing to the Superintendent/CEO/Executive Director or designee with supporting documents and information.

The Board President and Superintendent/CEO/Executive Director shall decide whether a request from a member of the public is within the subject matter jurisdiction of the Board. Items not within the subject matter jurisdiction of the Board may not be placed on the agenda. In addition, before placing the item on the agenda, the Board President and Superintendent/CEO/Executive Director shall determine if the item is merely a request for information or whether the issue is covered by an existing policy or administrative regulation.

If the Board President and Superintendent/CEO/Executive Director do not place an item on the agenda, the Board member may request the Board to take action to determine whether the item shall be placed on the agenda.

The Board President and Superintendent/CEO/Executive Director shall also decide whether an agenda item is appropriate for discussion in open or closed session, and whether the item should be an action item subject to Board vote or an information item that does not require immediate action.

In order to promote efficient meetings, the Board may bundle a number of items and act upon them together by a single vote through the use of a consent agenda. Consent items shall be items of a routine nature and items for which Board discussion is not anticipated and for which the Superintendent/CEO/Executive Director recommends approval. When any Board member requests the removal of an item from the consent agenda, the item shall be removed and given individual consideration for action as a regular agenda item.

At least 72 hours before each regular meeting, each Board member shall be provided a digital copy of the agenda and other available documents pertinent to the meeting.



When special meetings are called, board members shall receive, at least 24 hours prior to the meeting, notice of the business to be transacted.

Board members shall review agenda materials before each meeting. Individual members may confer directly with the Executive Director/CEO or designee to ask questions and/or request additional information on agenda items. However, a majority of Board members shall not, outside of a noticed meeting, directly or through intermediaries or electronic means discuss, deliberate, or take action on any matter within the subject matter jurisdiction of the Board.

Meeting Conduct

All Board meetings shall begin on time and shall follow an agenda prepared in accordance with board Bylaws and posted and distributed in accordance with the Ralph M. Brown Act (open meeting requirements), the Charter Schools Act and other applicable laws.

The Board shall adopt and enforce a policy for public participation at meetings, which shall include the requirements of the Charter Schools Act for establishing two-way conference locations and posting recordings of the meetings.

The Board believes that late night meetings deter public participation, can affect the Board's decision-making ability, and can be a burden to staff. Regular board meetings shall be adjourned at 10:00 p.m. unless extended to a specific time determined by a majority of the Board. The meeting shall be extended no more than once and subsequently may be adjourned to a later date.

Minutes

The Board recognizes that maintaining accurate minutes of Board meetings helps foster public trust in Board governance and provides a record of Board actions for use by nonprofit corporation staff and the public.

The Secretary shall keep minutes and record all official Board actions. The Board's minutes shall be public records and shall be made available to the public upon request.

The minutes of Board meetings shall include, but not be limited to:

1. A notation of which Board members are present, in person or by teleconference, and whether a member is not present for part of the meeting due to late arrival and/or early departure
2. A list of the public comments made on agendized items and non-agendized topics
3. The specific language of each motion and the names of the Board members who made and seconded the motion



4. Any action taken by the Board, and the vote or abstention on that action of each Board member present

Upon request by a student's parent/guardian, or by the student if age 18 or older, the minutes shall not include the student's or parent/guardian's address, telephone number, date of birth, or email address, or the student's name or other directory information as defined in Education Code 49061. The request to exclude such information shall be made in writing to the Secretary.

The Superintendent/CEO/Executive Director or designee shall distribute a copy of the "unapproved" minutes of the previous meeting(s) with the agenda at a subsequent regular meeting. The Board shall approve the minutes as circulated or with necessary amendments.

Upon approval by the Board, the minutes shall be signed by the Board President and Board Clerk. Official Board minutes shall be stored in a secure location and shall be retained in accordance with law.

Any minutes kept for Board meetings held in closed session shall be kept separately from the minutes or recordings of regular and special meetings. Minutes of closed sessions are not public records.

Board Self-Evaluation

The Board shall annually conduct a self-evaluation in order to demonstrate accountability to the community and ensure that nonprofit corporation governance effectively supports student achievement and the attainment of the nonprofit corporation's vision and goals.

The evaluation may address any area of Board responsibility, including, but not limited to, Board performance in relation to vision setting, curriculum, personnel, finance, policy development, collective bargaining, community relations, and advocacy. The evaluation may also address objectives related to Board meeting operations, relationships among Board members, relationship with the Superintendent/CEO/Executive Director, understanding of Board and Executive Director roles and responsibilities, communication skills, or other governance or boardsmanship skills.

The Board shall evaluate itself as a whole. Individual Board members are also expected to use the evaluation process as an opportunity to assess and set goals for their own personal performance.

Each year, the Board, with assistance from the Superintendent/CEO/Executive Director, shall determine an evaluation method or instrument that measures key components of Board responsibility and previously identified performance objectives. Visual and/or audio recordings of a Board meeting may only be used as an evaluation tool when consent is given by all Board members.



Any discussion involving the Board's self-evaluation shall be conducted in open session.

At the request of the Board, a facilitator may be used to assist with the evaluation process. The Board may invite the Superintendent/CEO/Executive Director or other individual(s) with pertinent information to provide input into the evaluation process.

Following the evaluation, the Board may set goals, define and/or refine protocols, and establish priorities and objectives for the following year's evaluation. The Board may also develop strategies for strengthening Board performance based on identified areas of need, including, but not limited to, additional training or mentorship.

BOARD MEETING**9323-MYA****PUBLIC PARTICIPATION AT BOARD MEETINGS**

Members of the public are encouraged to attend Board of Directors (“Board”) meetings and to address the Board concerning any item on the agenda or within the Board’s jurisdiction (e.g., on charter school matters). The Board provides for public participation at meetings in accordance with this policy. Meetings of the Board with respect to charter school operations shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (Government Code Sections 54950, *et seq.*) (“Brown Act”) and the Charter Schools Act.

Brown Act and Charter Schools Act

Board meetings are called, held, and conducted in accordance with the Ralph M. Brown Act (“Brown Act”) and the Charter Schools Act. The notice and agenda for each Board meeting will be publicly available and posted in advance of the meeting in accordance with the Brown Act in a location that is freely accessible to the public and on the school’s website. The calendar for regular meetings of the Board is also posted on the school’s website.

Members of the public may attend each Board meeting in person, or they may participate and address the Board through an online platform, such as Zoom, or by telephone. In accordance with the Charter Schools Act, the Board will meet within the physical boundaries of the county in which the greatest number of students enrolled in the nonprofit corporation’s charter schools reside, and a two-way teleconference location will be established at each school site and each resource center in order for members of the public to participate in the Board meeting.

Members of the public may also view Board meetings after-the-fact. An audio and/or video recording of each Board meeting will be posted on the school’s website.

Addressing the Board

In order to conduct Board meetings and business in an orderly and efficient manner, the Board requires that public comments comply with the following procedures:

1. Members of the public will have an opportunity to address the Board on any agenda item, and will have such opportunity either before or during the Board's consideration of that item.
2. At a regular meeting, members of the public may bring before the Board any matter that is within the subject-matter jurisdiction of the Board (e.g., charter school matters), even matters that are not listed on the agenda. At a special meeting, the Board may restrict public comments to only those matters listed on the agenda. Members of the public shall make such comments during the time designated on the agenda at the regular or special meeting. Please note that the Board cannot take action or discuss any item that does not appear on the posted agenda, except as authorized by law.
3. A person wishing to address the Board shall first be recognized by the Board President, and shall then proceed to comment as briefly as the subject permits.

Individual speakers shall be allowed up to three (3) minutes to address the Board on each agenda or non-agenda item.

4. The Board limits the total time for public input on each item to 20 minutes. The Board President has discretion to adjust (i.e., increase or decrease) the time allowed for public comments, depending on the topic and the number of persons wishing to be heard. The Board President may take a poll of speakers for or against a particular issue and may ask that additional persons speak only if they have something new to add.
5. In order to ensure that non-English speakers receive the same opportunity to address the Board, a member of the public who utilizes a translator may be provided at least twice the allotted time to address the Board, unless simultaneous translation equipment is used to allow the Board to hear the translated public testimony simultaneously.
6. The Board President may rule on the appropriateness of a topic, and has discretion to indicate the suitable time and place when it should be presented or to inform the commenter of the appropriate complaint procedure.

Disruptions and Removals

The Board President will not permit the disturbance or willful interruption of Board meetings. Persistent disruption by an individual or group, or any conduct or statements that threaten the safety of any person(s) at the meeting, are grounds for the Board President to terminate the privilege of addressing the Board.

The Board President may remove disruptive individuals from a Board meeting, following a prior warning that their behavior is disrupting the meeting and failure to cease such behavior may result in removal. If the behavior does not promptly cease, the individuals may be removed.

The Board President may also clear the room when meeting order cannot be restored. In this case, members of the media not participating in the disturbance shall be allowed to remain, and individuals not participating in such disturbances may be allowed to remain at the discretion of the Board President.

When disruptive conduct occurs, the Superintendent/CEO/Executive Director or designee may contact local law enforcement as necessary.

Recording by the Public

Members of the public may record Board meetings using an audio or video recorder, still or motion picture camera, cell phone, or other device, provided that the noise, illumination, or obstruction of view does not persistently disrupt the meeting. The Superintendent/CEO/Executive Director or designee may designate locations from which members of the public may make such recordings without causing a distraction.

If the Board President finds that noise, illumination, or obstruction of view related to these activities will persistently disrupt the proceedings, these activities shall be discontinued or restricted as determined by the Board President.

Coversheet

Superintendent/CEO Succession Planning

Section: V. Oral Presentations
Item: B. Superintendent/CEO Succession Planning
Purpose: Discuss
Submitted by:
Related Material:
Executive Director_CEO Succession Planning Presentation - MYA - 2023.11.09 .pdf



EXECUTIVE DIRECTOR/CEO SUCCESSION PLANNING

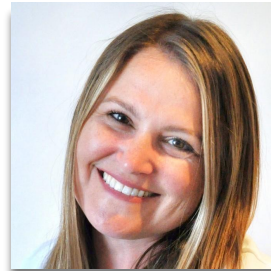
Motivated Youth Academy Charter School
Leadership Sustainability

EXECUTIVE LEADERSHIP TEAM



BILL DOBSON

Interim Director



MELISSA BLITZSTEIN

Interim Assistant Director



GIGI LENZ

Operations and Program
Manager

FILLING THE VACANCY

Emergency

TEMPORARY EXECUTIVE DIRECTOR/CEO

Appoint a designated executive as an emergency Executive Director/CEO who can step in temporarily in case of an unexpected departure. This allows time to determine the duration of the leave for both the Executive Director/CEO and Interim replacement.

EMERGENCY INTERIM EXECUTIVE DIRECTOR/CEO

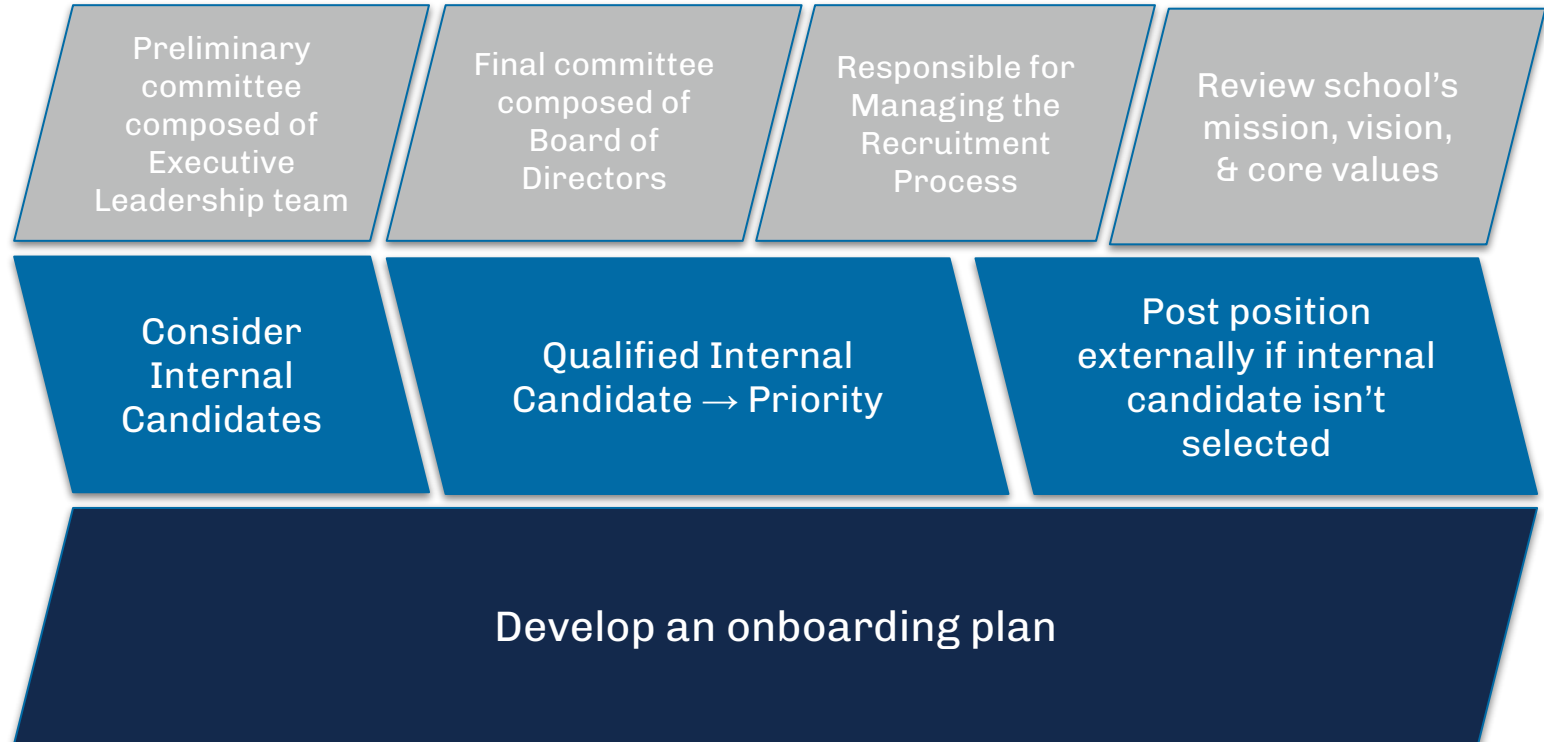
Appoint an Interim Executive Director/CEO on an emergent basis, someone experienced in flex based personalized learning, prior to the selection of a permanent replacement.

Planned

LEADERSHIP DEVELOPMENT PIPELINE

Formal leadership development pipeline to identify and nurture talent at all levels of the organization. This ensures a continuous pool of potential Executive Director/CEO candidates for the future. CEO arranges for a transition period where they mentor the successor. This ensures a smooth transfer of knowledge and relationships.

SELECTION COMMITTEE



CONTINGENCY PLANNING FOR TEMPORARY ABSENCE

Special Board
meeting within
48 hours of
vacancy

Board President and
Operations and Program
Manager name an Interim
Executive Director/CEO

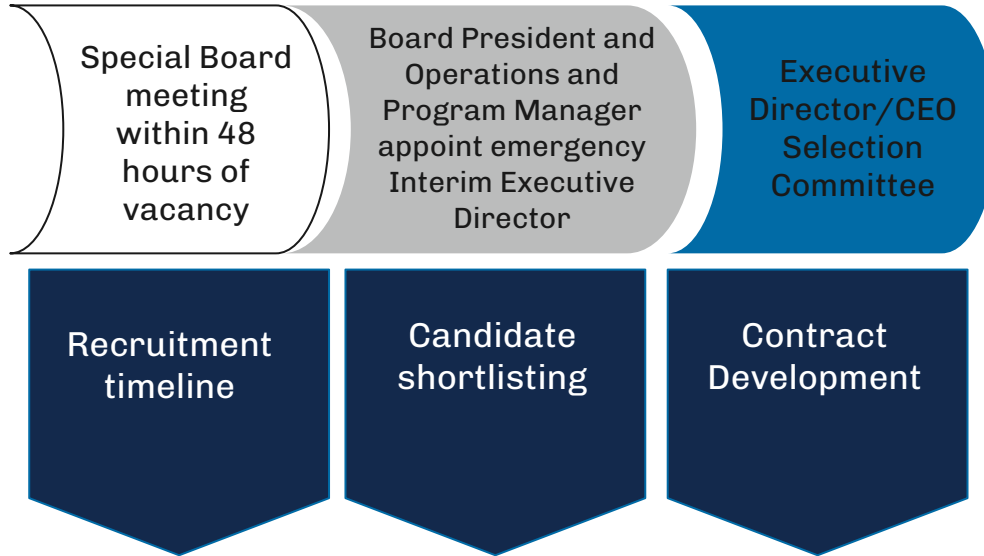
Determine
duration of
Executive
Director/CEO
leave

Determine
duration of
temporary
Interim
Executive
Director/CEO

Additional
compensation
determined



EMERGENCY CONTINGENCY PLANNING FOR PERMANENT ABSENCE





LEADERSHIP PIPELINE DEVELOPMENT

- Identify high-potential employees
- Offer mentorship
- Provide opportunities for professional growth.