



Contra Costa School of Performing Arts

Regular Board Meeting

Date and Time

Monday August 3, 2020 at 5:30 PM PDT

Location

Dial-in Information 513-816-0613; PIN: 835 260 196#

The public may address the Board regarding any item within the jurisdiction of the Board of Directors of ChartHouse Public Schools. To ensure an orderly meeting and an equal opportunity for each speaker, persons wishing to address the Board must fill out a speaker's card. Cards should be turned into the Board Vice-chairperson prior to the Call to Order. Speakers will be given three minutes for items on the agenda and two minutes for items not on the agenda. Time may not be yielded to other speakers. In compliance with the Brown Act, the Board may listen to comments from speakers and provide direction to staff, but may not engage in discussion or take action on items that are not already on the agenda.

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Agenda

	Purpose	Presenter	Time
I. Opening Items			5:30 PM
Opening Items			
A. Record Attendance and Guests		Neil McChesney	1 m
B. Call the Meeting to Order		Deborah Padberg	1 m
C. Approve Minutes	Approve Minutes	Neil McChesney	2 m
Approve minutes for Special Board Meeting on July 16, 2020			
D. Approve Minutes	Approve Minutes	Neil McChesney	2 m
Approve minutes for Regular Board Meeting on July 6, 2020			
E. Agenda Review and Adoption	Vote	Deborah Padberg	2 m
The Board will review the agenda and adopt as presented or take action to change the order of items.			

II. Public Comment			5:38 PM
A. Items on the Agenda	FYI	Deborah Padberg	10 m
B. Items Not on the Agenda	FYI	Deborah Padberg	5 m
 III. Standing Committees			 5:53 PM
A. Academic Excellence	FYI	Tamara Gerlach	5 m
The Board will hear a report from this standing committee.			
B. Outreach and Enrollment Committee	FYI	Marie Gil	5 m
The Board will hear a report from this standing committee.			
C. Governance Committee	FYI	Jill Wilk	5 m
The Board will hear a report from this standing committee.			
D. Development Committee	FYI	Deborah Padberg	5 m
The Board will hear a report from this standing committee.			
E. Renewal Committee	FYI	Heather Vega	5 m
The Board will hear a report from this standing committee.			
F. Finance Committee	Discuss	David Wendt	5 m
The Board will hear a report from this standing committee.			
 IV. Information Items			 6:23 PM
A. Board Retreat Update	FYI	Neil McChesney	10 m
The Board will hear an update on the annual Board Retreat.			
B. Update on CEO Evaluation Process	Discuss	Deborah Padberg	10 m
The Board will hear an update on the BoardonTrack CEO Evaluation process.			
C. Learning Continuity and Attendance Plan (LCP)	FYI	Neil McChesney	20 m
The Board will hear a presentation about the LCP including the timeline and upcoming steps in the completion process.			
 V. Action Items			 7:03 PM
A. Board Bylaws	Vote	Neil McChesney	20 m
The Board will consider approval of the amended bylaws as presented.			
B. Board Resolution	Vote	Neil McChesney	20 m
The Board will review and consider approval of Board Resolution to Approve Issuance of Bonds through the California School Finance Authority for financing or refinancing the costs of the acquisition, construction, renovation, improvement and equipping of land and charter school facilities to be leased to Charthouse Public Schools for use the Contra Costa School of Performing Arts and located at 2730 Mitchell Drive, Walnut Creek, California 94598 (the "Series 2020 Facilities"); (ii) reimbursing 2730 Mitchell Drive, LLC for costs incurred in connection with the Series 2020 Facilities; (iii) paying capitalized interest on the Series 2020 Bonds; and (iv) paying certain costs of issuance for the Series 2020 Bonds.			
 VI. Staff Reports			 7:43 PM
A. Executive Director	FYI	Neil McChesney	15 m
The Executive Director will update the Board on school business.			

<p>B. EdTec The EdTec Client Manager will present the monthly financial reports.</p>	<p>FYI</p>	<p>Neil McChesney</p>	<p>15 m</p>
<p>VII. Closed Session</p>			<p>8:13 PM</p>
<p>A. Public Employment</p> <ul style="list-style-type: none"> • Administration • Teachers • Classified 	<p>Vote</p>	<p>Neil McChesney</p>	<p>30 m</p>
<p>VIII. Reconvene Open Session</p>			<p>8:43 PM</p>
<p>A. Report Out The Board will report out any action taken in closed session.</p>	<p>FYI</p>	<p>Deborah Padberg</p>	<p>5 m</p>
<p>IX. Board Reports</p>			<p>8:48 PM</p>
<p>A. Trustee Trustees make announcements or reports of their activities.</p>	<p>FYI</p>	<p>Deborah Padberg</p>	<p>5 m</p>
<p>X. Closing Items</p>			<p>8:53 PM</p>
<p>A. Adjourn Meeting</p>	<p>Vote</p>	<p>Deborah Padberg</p>	<p>1 m</p>

Cover Sheet

Approve Minutes

Section: I. Opening Items
Item: C. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for Special Board Meeting on July 16, 2020



Contra Costa School of Performing Arts

Minutes

Special Board Meeting

Date and Time

Thursday July 16, 2020 at 4:30 PM

Location

Dial in Info: 484-546-8356; PIN: 245 287 498#

The public may address the Board regarding any item within the jurisdiction of the Board of Directors of Charthouse Public Schools. To ensure an orderly meeting and an equal opportunity for each speaker, persons wishing to address the Board will be facilitated one at a time by the Board Chairperson at the designated time on the agenda. Speakers will be given three minutes for items on the agenda. Public comment for non-agenda items is not allowed during a Special meeting. Time may not be yielded to other speakers. In compliance with the Brown Act, the Board may listen to comments from speakers and provide direction to staff, but may not engage in discussion or take action on items that are not already on the agenda.

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Directors Present

D. Padberg (remote), D. Wendt (remote), H. Vega (remote), J. Wilk (remote), M. Gil (remote), T. Gerlach (remote)

Directors Absent

None

Ex-Officio Members Present

N. McChesney (remote)

Non Voting Members Present

N. McChesney (remote)

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Padberg called a meeting of the board of directors of Contra Costa School of Performing Arts to order on Thursday Jul 16, 2020 @ 4:31 PM at
Dial in Info: 484-546-8356; PIN: 245 287 498#

II. Public Comment

A. Items on the Agenda

No comments.

III. Action Items

A. COVID-19 School Impacts

H. Vega made a motion to authorize the SPA administration to implement a phased approach to reopening campus based programming aligned with guidance provided from State and local education and health officials, with Phase 1 being 100% distance learning, and including regular reassessments at predetermined intervals in order to progress through the Phases in a safe and expeditious manner.

T. Gerlach seconded the motion.

The Board heard an update on the latest news, information, and authoritative guidance regarding the reopening plans and discussed the options at hand. The board **VOTED** unanimously to approve the motion.

Roll Call

H. Vega Aye

D. Padberg Aye

T. Gerlach Aye

J. Wilk Aye

D. Wendt Aye

M. Gil Aye

IV. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 4:54 PM.

Respectfully Submitted,
N. McChesney

Cover Sheet

Approve Minutes

Section: I. Opening Items
Item: D. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for Regular Board Meeting on July 6, 2020



Contra Costa School of Performing Arts

Minutes

Regular Board Meeting

Date and Time

Monday July 6, 2020 at 5:30 PM

Location

Dial-in Info: 323-909-9253; PIN: 876 017 125#

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The Board of Directors will provide reasonable accommodations for persons with disabilities planning to attend Board meetings so long as 48 hours notice is provided via email (charthousepublicschools@gmail.com).

Directors Present

D. Padberg (remote), D. Wendt (remote), H. Vega (remote), J. Wilk (remote), M. Gil (remote), T. Gerlach (remote)

Directors Absent

None

Ex-Officio Members Present

N. McChesney (remote)

Non Voting Members Present

N. McChesney (remote)

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Padberg called a meeting of the board of directors of Contra Costa School of Performing Arts to order on Monday Jul 6, 2020 @ 5:33 PM at
Dial-in Info: 323-909-9253; PIN: 876 017 125#

C. Approve Minutes

H. Vega made a motion to approve the minutes from Regular Board Meeting on 06-01-20.
D. Wendt seconded the motion.

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

Roll Call

M. Gil Abstain
T. Gerlach Aye
J. Wilk Aye
D. Padberg Aye
H. Vega Aye
D. Wendt Aye

D. Approve Minutes

H. Vega made a motion to approve the minutes from Special Board Meeting on 06-25-20.
D. Wendt seconded the motion.

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

Roll Call

D. Padberg Aye
H. Vega Aye
D. Wendt Aye
M. Gil Abstain
T. Gerlach Aye
J. Wilk Aye

E. Agenda Review and Adoption

M. Gil made a motion to adopt the agenda as presented.

J. Wilk seconded the motion.

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

Roll Call

D. Padberg Aye
M. Gil Aye
D. Wendt Aye
T. Gerlach Aye
J. Wilk Aye
H. Vega Aye

II. Public Comment

A. Items on the Agenda

No comments.

B. Items Not on the Agenda

No comments.

III. Standing Committees

A. Academic Excellence

No report.

B. Outreach and Enrollment Committee

No report.

C. Governance Committee

The Governance Committee shared the proposed agenda for the upcoming Board Retreat.

D. Development Committee

No report.

E. Renewal Committee

The Renewal Committee shared updates on the renewal process.

F. Finance Committee

No report.

IV. Information Items

A. Board Candidate Interview

The Board interviewed a prospective candidate.

B. Update on CEO Evaluation Process

The Board Chair reported on the progress of the CEO evaluation process.

C. 20-21 SPA Relaunch Plans

The Board heard a presentation on the SPA 20-21 relaunch plans from the Principal.

D. Diversity, Equity, and Inclusion

The Board Chair emphasized the importance of ongoing DEI work for SPA and the opportunity the Board has in its role to make this a priority. The Board discussed ways to work with the existing DEI school committee.

V. Action Items

A. Bond Terms Approval

D. Wendt made a motion to approve the term sheet as presented.

J. Wilk seconded the motion.

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

Roll Call

T. Gerlach Aye

D. Wendt Aye

M. Gil Aye

H. Vega Aye

D. Padberg Aye

J. Wilk Aye

B. Board Appointment

The Board took no action.

C. Nondiscrimination Statement Policy

M. Gil made a motion to approve the policy as presented.

T. Gerlach seconded the motion.

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

Roll Call

D. Padberg Aye

D. Wendt Aye

J. Wilk Aye

M. Gil Aye

H. Vega Aye

T. Gerlach Aye

D. Fiscal and Operating Policy

D. Wendt made a motion to approve the amended policy as presented.

H. Vega seconded the motion.

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

Roll Call

D. Wendt Aye

J. Wilk Aye

T. Gerlach Aye

M. Gil Aye

D. Padberg Aye

H. Vega Aye

E. 20-21 Student Chromebook Acquisition

J. Wilk made a motion to approve the expenditure as presented.

T. Gerlach seconded the motion.

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

Roll Call

D. Padberg Aye

J. Wilk Aye

D. Wendt Aye

M. Gil Aye

T. Gerlach Aye

H. Vega Aye

VI. Staff Reports

A. Executive Director

The Executive Director reported on the school's monthly business.

B. EdTec

No report.

VII. Reconvene Open Session

A. Report Out

The Board approved the following employee contracts:

- 841350
- 614832
- 413489
- 272416
- 195468
- 043881
- 809129
- 869767
- 168920
- 289225
- 190540
- 037155
- 098328
- 524352

VIII. Board Reports

A. Trustee

Trustee Gil shared positive remarks about the SPA graduation ceremony.

IX. Closing Items

A. Adjourn Meeting

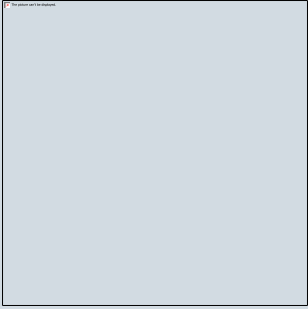
There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:48 PM.

Respectfully Submitted,
N. McChesney

Cover Sheet

Learning Continuity and Attendance Plan (LCP)

Section: IV. Information Items
Item: C. Learning Continuity and Attendance Plan (LCP)
Purpose: FYI
Submitted by:
Related Material: LCP.pdf

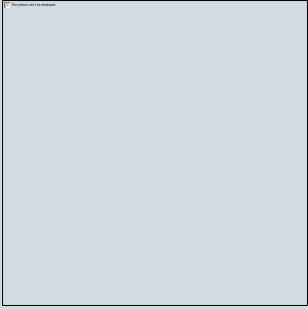


TONY THURMOND
State Superintendent
of Public Instruction

Learning Continuity and Attendance Plan

California Department of Education
July 28, 2020





TONY THURMOND
State Superintendent
of Public Instruction

Process and Timelines



Actions/Process (1)

Action/Process	Date
Template and Instructions Available	On or before August 1

Stakeholder Engagement

- Solicit recommendations and comments regarding specific actions and expenditures proposed to be included in the Learning Continuity Plan.
- Provide the opportunity to submit written comments regarding specific actions and expenditures proposed to be included in the Learning Continuity Plan.
- Present the Learning Continuity Plan to the Parent Advisory Committee and the English Learner Parent Advisory Committee for review and comment*

*District and COE superintendents must respond in writing to comments received from these committees



Action/Process	Date
<p>Present the Learning Continuity Plan to the community at a public hearing of the governing board for review and comment (72 hour posting requirement)</p>	<p>Determined locally</p>
<p>Adopt the Learning Continuity Plan in a public meeting after the public hearing and not on the same day as the public hearing.</p>	<p>On or before September 30</p>



Action/Process**Date**

Submit plan to reviewing authority

- A school district must submit the Learning Continuity Plan to its county superintendent of schools
- A County Office of Education (COE) must submit its Learning Continuity Plan to the SSPI
- A Charter school must submit its Learning Continuity Plan to its chartering authority and the COE. (If the COE is the chartering authority, the charter school shall submit its Learning Continuity Plan only to the COE.)

**Within 5 Days
After Adoption**

Reviewing authorities may submit recommendations, in writing, for amendments to the Learning Continuity Plan*

*School districts and COEs only

By October 30

Action/Process

Date

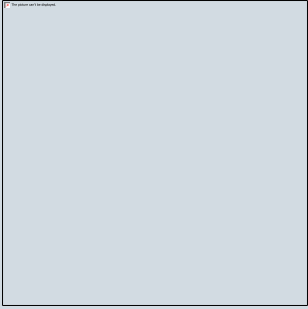
The governing board of a school district or COE shall consider the recommendations submitted by the reviewing authorities in a public meeting within 15 days of receiving the recommendations.

If a county superintendent of schools has jurisdiction over a single school district, the SSPI shall perform the duties as the reviewing authority.

Within 15 days of receiving recommendations from the reviewing authority

LEAs must prominently post the Learning Continuity Plan on the homepage of the LEA's website, consistent with the LCAP posting requirements as specified in *California Education Code (EC)* sections 52065 and 47606.5.

COEs must prominently post all Learning Continuity Plans submitted by school districts and charter schools, or links to those Plans, on the COE's website.



TONY THURMOND
State Superintendent
of Public Instruction

General Information

AND PURPOSE



Purpose of the Learning Continuity Plan (1)

- Senate Bill 98 removes the requirement for the LCAP for the 2020–21 school year and establishes the Learning Continuity Plan.
- Seeks to address funding stability for schools while providing information at the LEA level for how student learning continuity will be addressed during the COVID-19 crisis in the 2020–21 school year.
- Is intended to balance the needs of all stakeholders, including educators, parents, students and community members.

Purpose of the Learning Continuity Plan (2)

The Learning Continuity Plan template memorializes the planning process already underway for the 2020–21 school year which includes descriptions of the following:

- Addressing gaps in learning;
- Conducting meaningful stakeholder engagement;
- Maintaining transparency;
- Addressing the needs of unduplicated pupils, students with unique needs, and students experiencing homelessness.

Purpose of the Learning Continuity Plan (3)

The Learning Continuity Plan template memorializes the planning process already underway for the 2020–21 school year which includes descriptions of the following (continued):

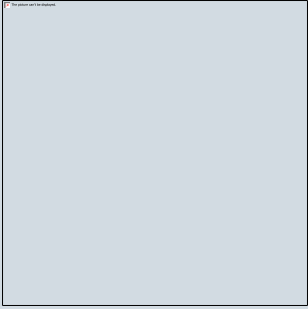
- Providing access to necessary devices and connectivity for distance learning;
- Providing resources and supports to address student and staff mental health and social emotional well-being; and,
- Continuing to provide school meals for students.



General Information

A description of the impact the COVID-19 pandemic has had on the LEA and its community.

Briefly provide information deemed relevant to enable a reader to more fully understand how the LEA's Learning Continuity Plan has been informed by the impacts the LEA and its community have experienced from the COVID-19 pandemic.



TONY THURMOND
State Superintendent
of Public Instruction

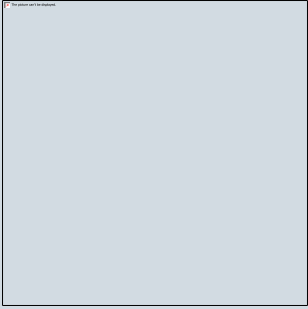
Stakeholder Engagement

TEMPLATE AND INSTRUCTIONS



Stakeholder Engagement





TONY THURMOND
State Superintendent
of Public Instruction

In-Person Instructional Offerings

TEMPLATE AND INSTRUCTIONS



In-Person Instructional Offerings

A description of the actions the LEA will take to offer classroom-based instruction whenever possible, particularly for students who have experienced significant learning loss due to school closures in the 2019–2020 school year or are at a greater risk of experiencing learning loss due to future school closures.

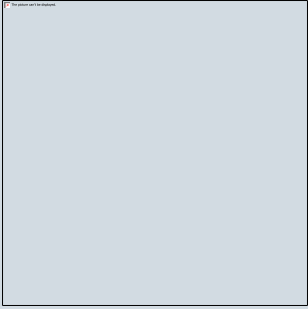
Given the uncertainty of the impact of the COVID-19 pandemic, in-person instruction may not be immediately available. However, LEAs shall be prepared to offer classroom-based instruction when possible. A sufficient response will address the actions the LEA will take when health and safety allows a return to classroom-based instruction.

Actions Related to In-Person Instructional Offerings

Actions related to In-Person Instructional Offerings [additional rows and actions may be added as necessary]

Description	Total Funds	Contributing
[A description of what the action is; may include a description of how the action contributes to increasing or improving services]	[\$ 0.00]	[Y/N]
[A description of what the action is; may include a description of how the action contributes to increasing or improving services]	[\$ 0.00]	[Y/N]





TONY THURMOND
State Superintendent
of Public Instruction

Distance Learning Program

TEMPLATE AND INSTRUCTIONS



Continuity of Instruction

Continuity of Instruction

A description of how the LEA will provide continuity of instruction during the school year to ensure pupils have access to a full curriculum of substantially similar quality regardless of the method of delivery, including the LEA's plan for curriculum and instructional resources that will ensure instructional continuity for pupils if a transition between in-person instruction and distance learning is necessary.



Access to Devices and Connectivity

Access to Devices and Connectivity

A description of how the LEA will ensure access to devices and connectivity for all pupils to support distance learning.



Pupil Participation and Progress

A description of how the LEA will assess pupil progress through live contacts and synchronous instructional minutes, and a description of how the LEA will measure participation and time value of pupil work.

Instructions and guidance are under development

Distance Learning Professional Development

A description of the professional development and resources that will be provided to staff to support the distance learning program, including technological support.

A sufficient response to this prompt will provide specific information about the professional development and resources the LEA will provide to staff to support the distance learning program, including technology support.

Staff Roles and Responsibilities

Staff Roles and Responsibilities

A description of the new roles and responsibilities of affected staff as a result of COVID-19.



Supports for Pupils with Unique Needs

Supports for Pupils with Unique Needs

A description of the additional supports the LEA will provide during distance learning to assist pupils with unique needs, including English learners, pupils with exceptional needs served across the full continuum of placements, pupils in foster care, and pupils who are experiencing homelessness.

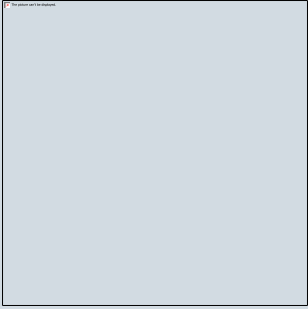


Actions Related to Distance Learning Program

Actions related to the Distance Learning Program [additional rows and actions may be added as necessary]

Description	Total Funds	Contributing
[A description of what the action is; may include a description of how the action contributes to increasing or improving services]	[\$ 0.00]	[Y/N]
[A description of what the action is; may include a description of how the action contributes to increasing or improving services]	[\$ 0.00]	[Y/N]





TONY THURMOND
State Superintendent
of Public Instruction

Increased or Improved Services for Foster Youth, English Learners, and Low-Income Students



Increased or Improved Services (1)

Increased or Improved Services for Foster Youth, English Learners, and Low-Income Students

Purpose

EC Section 43509 maintains the requirement for LEAs to describe how they are increasing or improving services for unduplicated pupils pursuant to *California Code of Regulations, Title 5 (5 CCR) Section 15496*. In developing the Learning Continuity Plan, LEAs are to consider the unique needs of foster youth, English learners, and low-income students.

The responses to the prompts in the Increased or Improved Services section of the Learning Continuity Plan provide stakeholders and the LEA community with a comprehensive description, within a single dedicated section, of how an LEA plans to increase or improve services for its unduplicated students as compared to all students.

Increased or Improved Services (2)

Increased or Improved Services for Foster Youth, English Learners, and Low-Income Students

Percentage to Increase or Improve Services	Increased Apportionment Based on the Enrollment of Foster Youth, English Learners, and Low-Income students
[Insert percentage here]%	[Insert dollar amount here]

For the actions being provided to an entire school, or across the entire school district or county office of education (COE), an explanation of (1) how the needs of foster youth, English learners, and low-income students were considered first, and (2) how these actions are effective in meeting the needs of these students.

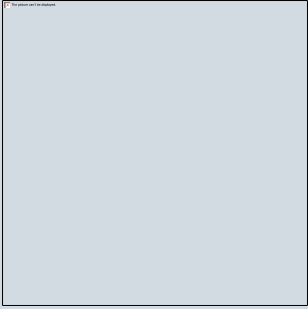
Increased or Improved Services (4)

A description of how services for foster youth, English learners, and low-income students are being increased or improved by the percentage required.

Consistent with the requirements of 5 *CCR* Section 15496, describe how the services marked in the Learning Continuity Plan as contributing to the increased or improved services requirement for foster youth, English learners, and low-income students contribute to meeting the percentage calculated as compared to the services provided for all students.

- Additionally, consistent with the requirements of 5 *CCR* Section 15496, please describe any other actions or services that contribute towards meeting the increased or improved services requirement.

A sufficient description to this prompt must address how the action(s) are expected to result in the required proportional increase or improvement in services for unduplicated pupils as compared to the services the LEA provides to all students.



TONY THURMOND
State Superintendent
of Public Instruction

Learning Continuity and Attendance Plan

California Department of Education
July 28, 2020



Cover Sheet

Board Bylaws

Section: V. Action Items
Item: A. Board Bylaws
Purpose: Vote
Submitted by:
Related Material: 20 07 20 CHPS Bylaws 4.4.16 (Redline).pdf

**BYLAWS
OF
CHARTHOUSE PUBLIC SCHOOLS**
(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this Corporation is ChartHouse Public Schools.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of the Corporation is 2730 Mitchell Drive, Walnut Creek, 3025 Windmill Canyon Drive Clayton, State of California. The Board of Directors may change the location of the principal office. This Section may be amended to state the new location.

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

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

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct and promote one or more California public charter schools and to provide educational and related services to 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. The Corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School’s Charter. 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 charitable 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. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation’s Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

**ARTICLE VII
BOARD OF DIRECTORS**

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

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, 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. 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.

- c. Adopt and use a corporate seal.

Section 3. APPOINTED DIRECTORS AND TERMS. The number of directors shall be no less than ~~five (5)~~three (3) and no more than nine (9) unless changed by amendments to these bylaws. The Board composition shall include at least one (1) parent or legal guardian representative. All directors shall have full voting rights, including any representative appointed by a charter authorizer as consistent with Education Code Section 47604(b). If a charter authorizer appoints a representative to serve on the Board of Directors, the Corporation may appoint an additional director to ensure an odd number of Board members. All directors shall be appointed by the existing Board of Directors.

~~Except for the initial Board of Directors, each director shall hold office unless otherwise removed from office in accordance with these bylaws for two (2) year(s) and until a successor director has been appointed and qualified. Terms for the initial Board of Directors shall be staggered with three (3) seats serving a three (3) year term and two (2) seats serving a two (2) year term.~~

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 (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 two (2) years and until a successor director has been appointed and qualified.

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

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be appointed, 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; ~~or~~ (c) the increase of the authorized number of

directors; or (d) the failure of a parent or legal guardian representative to have at least one (1) child enrolled at the charter school(s) operated by the Corporation.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the ~~President~~Chief Executive Officer, 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 appoint 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 appointed 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. (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. The Board of Directors may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

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 Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

Section 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 Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been appointed then the ~~President~~Chief Executive Officer is authorized to call a special meeting in place of the Chairman of the Board. 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 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 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 of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or these Bylaws. 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 boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. 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.²

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 of the Board, 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 directors then in office. 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

¹ 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.

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

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:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Fix compensation of the directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- g. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be appointed; or
- h. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest.

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 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 the Corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Corporation shall comply with all applicable provisions of the Family Education Rights

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

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

Section 1. OFFICES HELD. The officers of the Corporation shall be a ~~President~~Chief Executive Officer, a Secretary, and a ~~Chief Financial Officer~~Treasurer. The Corporation, at the Board’s direction, may also have a Chairman of the Board and a Vice-Chair. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification. ~~Officers, except for the Chairman of the Board and Vice Chair, shall not also be directors (Board members).~~

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~~Treasurer may serve concurrently as either the ~~President~~Chief Executive Officer or the Chairman of the Board.

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

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, 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 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is appointed, he or she shall preside at the Board of Directors’ meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If a Chairman of the Board of Directors is appointed, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 8. ~~PRESIDENT~~CHIEF EXECUTIVE OFFICER. The ~~President, also known~~

~~as the~~ Chief Executive Officer, shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The ~~President~~ Chief Executive Officer shall have such other powers and duties as the Board of Directors or the bylaws may require. ~~If there is no Chairman of the Board, the President shall also preside at the Board of Directors' meetings.~~

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

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

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

Section 10. ~~CHIEF FINANCIAL OFFICER~~ TREASURER. The ~~Chief Financial Officer~~ Treasurer 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~~ Treasurer 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~~ Treasurer 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~~ Chief Executive Officer, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as ~~Chief Financial Officer~~ Treasurer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the ~~Chief Financial Officer~~ Treasurer 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~~ Treasurer 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 any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

**ARTICLE X
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES**

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

**ARTICLE XI
LOANS TO DIRECTORS AND OFFICERS**

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer 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, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

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

**ARTICLE XIII
INSURANCE**

Section 1. **INSURANCE.** The Corporation shall have the right to purchase and

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

**ARTICLE XIV
MAINTENANCE OF CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. The 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. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

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

**ARTICLE 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. 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 mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (1) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- (b) The amount and circumstances of any indemnifications aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article XII of these Bylaws.

**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 make any provisions of these Bylaws

inconsistent with any laws.

**ARTICLE XVIII
FISCAL YEAR**

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

CERTIFICATE OF SECRETARY

~~I certify that I am the duly appointed and acting Secretary of ChartHouse Public Schools, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of the Corporation as adopted by the Board of Directors on August 12, 2015; and that these bylaws have not been amended or modified since that date.~~

~~Executed on August 12, 2015 at Clayton, California.~~

Barbara Goldsmith, Secretary

Cover Sheet

Board Resolution

Section: V. Action Items
Item: B. Board Resolution
Purpose: Vote
Submitted by:
Related Material: 20 07 31 Board Resolution Approving Bond Transaction.pdf

CHARTHOUSE PUBLIC SCHOOLS

RESOLUTIONS OF THE BOARD OF DIRECTORS

(2020 Bond Financing)

The Board of Directors (the “**Board**”) of Charthouse Public Schools, a California nonprofit public benefit corporation (the “**Corporation**” or “**Lessee**”) that is the sole member of 2730 Mitchell Drive, LLC, a California limited liability company (“**Borrower**”), hereby adopts the following Resolutions:

WHEREAS, Lessee operates the Contra Costa School of Performing Arts (the “**Charter School**”) as a charter school under the Charter Schools Act of 1992, as amended (constituting Part 26.8 of Division 4 of Title 2 of the California Education Code); and

WHEREAS, in connection with the financing and refinancing of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of land and improvements at 2730 Mitchell Drive, Walnut Creek, California to serve the Charter School (the “**Series 2020 Facilities**”), the Borrower has applied to the California School Finance Authority (the “**Authority**”) for the issuance on behalf of the Borrower and the Lessee of the Authority’s revenue bonds, to be designated as “California School Finance Authority Charter School Revenue Bonds (Contra Costa School of Performing Arts), Tax-Exempt Series 2020A” (the “**Series 2020A Bonds**”) and “California School Finance Authority Charter School Revenue Bonds (Contra Costa School of Performing Arts), Taxable Series 2020B” (the “**Series 2020B Bonds**,” and together with the Series 2020A Bonds, the “**Series 2020 Bonds**”) in a maximum aggregate amount not to exceed \$17,000,000; and

WHEREAS, the Borrower desires to borrow from the proceeds of the issuance and sale of the Series 2020 Bonds for the purposes of (i) financing and/or refinancing the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and/or equipping of certain educational facilities located at 2730 Mitchell Drive, Walnut Creek, California; (ii) funding any reserve funds, capitalized interest and/or related working capital in connection with the Series 2020 Bonds, as necessary; (iii) reimbursing the Borrower for capital expenditures made in connection with the Series 2020 Project (as hereinafter defined), and (iv) paying certain costs of issuance of the Bonds (collectively, the “**Series 2020 Project**”); and

WHEREAS, the Corporation proposes to secure or support the obligations of the Corporation under the Lease Agreement (as hereinafter defined) and the obligations of the Borrower under the Loan Agreement (as hereinafter defined) by, among other things, a pledge and assignment of the revenues and amounts described in the Lease Agreement by the Corporation and a pledge and assignment of the revenues and amounts described in the Loan Agreement by the Borrower, and by a Deed of Trust, Security Agreement, Assignment of Rents and Leases and Fixture Filing anticipated to be dated on or about August 13, 2020 (the “**Deed of Trust**”) from the Borrower; and

WHEREAS, the Series 2020 Bonds will be issued pursuant to an Indenture of Trust (the “**Indenture**”), dated as of August 1, 2020, by and between the Authority and UMB Bank,

N.A., as trustee thereunder (the “**Trustee**”), and the proceeds therefrom will be loaned to the Borrower as the borrower pursuant to a Loan Agreement, dated as of August 1, 2020 (the “**Loan Agreement**”), by and between the Authority and the Borrower; and

WHEREAS, the Board of the Lessee has determined that it is in the best interest of the Lessee and the Borrower to have the Authority issue the Series 2020 Bonds to finance the Series 2020 Project and for the Borrower to lease the Series 2020 Facilities to the Lessee pursuant to a Lease Agreement, dated as of August 1, 2020 (the “**Lease Agreement**”), by and between the Borrower, as lessor, and the Lessee, as lessee; and

WHEREAS, the payment of the rent under the Lease Agreement, which provides funds for the repayment of the Series 2020 Bonds and other amounts payable in connection therewith, will be funded in whole or in part through an “Intercept” of the funds due to the Lessee from the State of California in connection with educational activities at the Charter School; and

WHEREAS, the Series 2020 Bonds will be purchased by RM Charter Master Fund LP, acting as purchaser (the “**Purchaser**”), pursuant to the Bond Placement Agreement, (the “**Bond Placement Agreement**”), by and among the Purchaser, The Honorable Fiona Ma, Treasurer of the State of California, the Authority, the Borrower, the Lessee and Robert W. Baird & Co., describing, among other things, the Authority, the Borrower, the Lessee, the Charter School, the Project and the terms of the Series 2020 Bonds; and

WHEREAS, a Limited Offering Memorandum (the “Offering Memorandum”) will be prepared to furnish information concerning the offering of the Series 2020 Bonds; and

WHEREAS, there have been presented to the Corporation proposed forms of (i) the Indenture; (ii) the Loan Agreement; (iii) the Bond Placement Agreement; (iv) the Lease Agreement; (v) the Deed of Trust, executed and delivered by the Borrower, as trustor, to First American Title Insurance Company, as trustee for the benefit of the Trustee, as beneficiary; (vi) the Offering Memorandum; (vii) the Continuing Disclosure Agreement, anticipated to be dated on or about August 13, 2020 (the “**Continuing Disclosure Agreement**”), by and among the Borrower, the Lessee and Choice Advisors LLC (acting as Dissemination Agent thereunder); and (viii) the Tax Certificate (as defined in the Indenture), by and among the Authority, the Borrower, the Lessee and the Trustee; and

WHEREAS, the Board finds that the terms of the foregoing transactions (collectively, the “**Transactions**”) are fair and reasonable as to the Corporation, the Borrower, and the Charter School under the circumstances, are in the best interests of the Corporation, the Borrower, and the Charter School, and in furtherance of the charitable purposes of the Corporation; and

WHEREAS, the Board desires that the Corporation and Borrower take all actions necessary or advisable to facilitate the Transactions.

NOW, THEREFORE, BE IT RESOLVED, that, the Board approves the Transactions and authorizes the execution, delivery and performance by the Corporation and Borrower of the documents and agreements listed on Schedule 1 attached hereto and all such other documents,

instruments and agreements as may be necessary or advisable to facilitate the Transactions (collectively, the “**Transaction Documents**”);

RESOLVED FURTHER, that the Transactions and the Transaction Documents, in substantially the forms presented to the Board of Directors, together with any related documents be, and the same hereby are, approved in all respects;

RESOLVED FURTHER, that the Board hereby ratifies and confirms that (i) as of August 3, 2020, the persons named below had been duly selected as directors of the Corporation, held the offices of the Corporation set opposite their respective names, and had terms of office ending on the respective dates indicated, and (ii) as of the date hereof, the directors and officers of the Corporation, and the respective terms of office, continue to be as set forth below, and (iii) that the Board appoints the individuals listed below, and each of them individually (each, a “**Corporation Authorized Signatory**”), as authorized signatories of the Corporation for purposes of executing the Transaction Documents on behalf of the Corporation:

Name	Position	Term ends
Deborah Padberg	Board Chair	12/31/22
Marie Issa Gil	Board Vice Chair	12/31/22
David Wendt	Treasurer	12/31/20
Heather Vega	Secretary	12/31/20
Tamara Gerlach	Member	12/31/22
Jill Wilk	Member	12/31/20

RESOLVED FURTHER, that any deficiencies in any prior action, appointment, election, minutes or records of the of directors or officers of the Corporation or Borrower are hereby corrected to conform to this resolution;

RESOLVED FURTHER, that the Board appoints the individual listed below (“**Borrower Authorized Signatory**”, and together with each Corporation Signatory the “**Authorized Signatories**”), as the authorized signatory of the Borrower for purposes of executing the Transaction Documents on behalf of Borrower:

1. Neil McChesney

RESOLVED FURTHER, that the Authorized Signatories, and each of them individually, are authorized and directed, for and in the name and on behalf of the Corporation or the Borrower, as applicable, to execute, deliver, approve, and, as appropriate, declare final the Transaction Documents, in the forms that have been presented to the Board for approval or with such amendments or modifications thereto as an Authorized Signatories may approve as necessary or advisable, and all such other escrow agreements, leases, security agreements, account control agreements, subordination, non-disturbance and attornment agreements, tax certificates, tax and regulatory compliance agreements, disclosure agreements, assignments, indemnification agreements, guaranties, subordination agreements, letters of representation, notices, certificates, and other documents, agreements, or instruments or amendments to any of the foregoing, as the Authorized Signatories may approve as necessary or advisable to facilitate

the Transactions, each with such additions, deletions or changes therein as the Authorized Signatory executing the same shall approve (the execution and delivery thereof by any such Authorized Signatory to be conclusive evidence of his or her approval of any such document, agreement, instrument, amendment, addition, deletion or change);

RESOLVED FURTHER, that the Charter School may apply for grant funds under the Charter School Facility Grant Program to be applied to costs associated with facility rents under the Lease Agreement, if eligible to do so;

RESOLVED FURTHER, that pursuant to Section 17199.4(c)(1) of the Education Code of the State of California, the Board of Directors of the Corporation, acting through the Board of Directors pursuant to these resolutions, hereby elects to participate in the Intercept to secure payment of the principal of and interest on the Series 2020 Bonds and related obligations, and the payment of other costs necessary or incidental to the Transactions, by providing notice to the Controller of the State of California pursuant to Section 17199.4 of the Education Code; and the Authorized Signatories, each acting alone, are authorized and directed, for and in the name and on behalf of Corporation, to provide notice to the Controller of the State of California or other applicable state agency of the State of California of such election of the Board of Directors;

RESOLVED FURTHER, that the Corporation hereby ratifies and confirms the acts of its officers, agents or employees taken on behalf of the Corporation or Borrower in connection with the Transactions;

RESOLVED FURTHER, that by the adoption of these resolutions, the Board hereby reconfirms, ratifies and adopts all prior actions of the Board which may have previously been taken in connection with the Transactions;

RESOLVED FURTHER, that all prior resolutions of the Board or any parts thereof in conflict with any or all of the foregoing resolutions are hereby repealed to the extent of such conflict;

RESOLVED FURTHER, that these resolutions shall take effect and be in full force immediately after their adoption by the Board; and

RESOLVED FURTHER, that the Authorized Signatories, and each of them individually, are authorized and directed, for and in the name and on behalf of the Corporation or the Borrower, as applicable, to approve, execute and deliver any and all documents, instruments and agreements, and to perform or cause to be performed any and all acts as may, in their judgment, be necessary or desirable to accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby and by the agreements therein approved, and any such documents, instruments or agreements so executed and delivered or actions taken by them or any of them shall be conclusive evidence of their authority in so doing.

Certificate of Secretary

The undersigned certifies that the undersigned is the duly appointed and acting Secretary of the Corporation, and that the foregoing is a true and correct copy of Resolutions that were duly adopted on August 3, 2020, by the majority vote of the directors of the Corporation present at a meeting of the board of directors of the Corporation duly held on such date in compliance with the bylaws of the Corporation, and while a quorum was present.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation this 3rd day of August 2020.

Heather Vega, Secretary

Schedule 1
Transaction Documents

1. Bond Placement Agreement.
2. Indenture.
3. Bonds.
4. Loan Agreement.
5. Lease Agreement.
6. Deed of Trust.
7. Continuing Disclosure Agreement.
8. Tax Certificate.
9. Limited Offering Memorandum.

Cover Sheet

EdTec

Section: VI. Staff Reports
Item: B. EdTec
Purpose: FYI
Submitted by:
Related Material: CCSPA August Board Presentation 07.30.20.pdf

Contra Costa School of Performing Arts Board Financial Update

BRYCE FLEMING

MADHULIKHA MUPPIDI

AUGUST 3, 2020



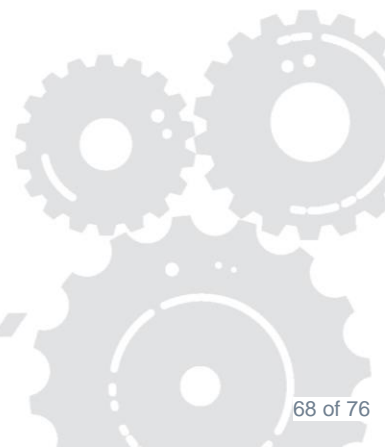


Contents

- 1. 2020-21 Budget Updates**
 - A. June Approved State Budget Updates
 - B. CCSPA Budget Updates

- 2. Exhibits**
 - A. Budget Update (Approved Budget v. Current Forecast)
 - B. MYP (Multi-year Projection)

State Budget 2020-21



State Budget Update

Revenues improve but uncertainty remains with deferrals and ADA

LCFF COLA

- -7.92% cut eliminated
- Flat funding from FY20 to FY21

Learning Loss Mitigation (CARES Act II)

- \$1,887 per 19-20 SpEd student
- +28.5% increase to Supplemental & Concentration
- +1.55% additional LCFF funding

ADA*

- LEAs will use 2019-20 P2 ADA
- Exception is for newly operational charters – currently excludes growing charters

Instructional Days

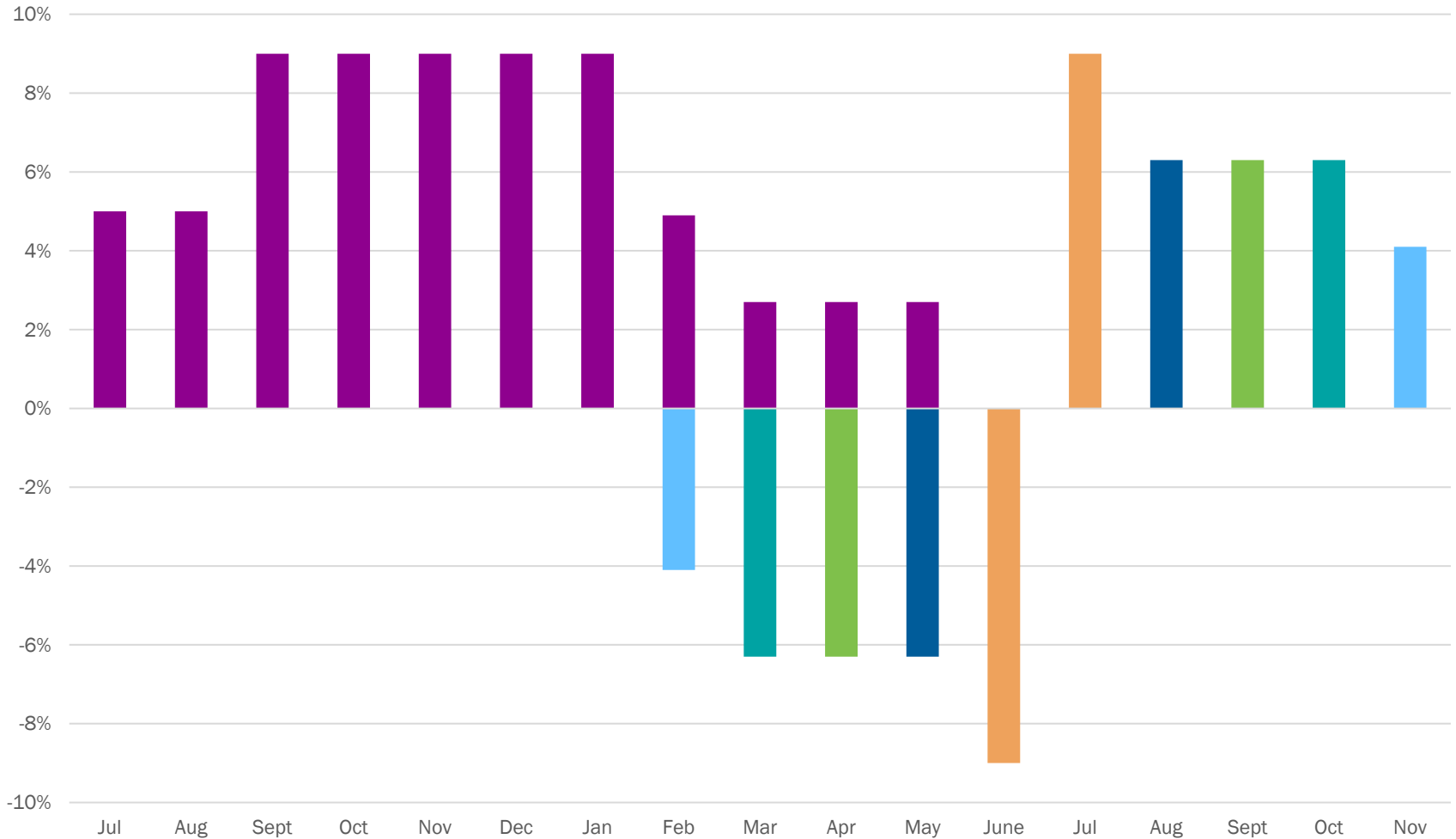
- Minimum 175 instructional days
- Flexibility in instructional minutes, minimum of 3-4 hours per day, varies by grade level

STRS

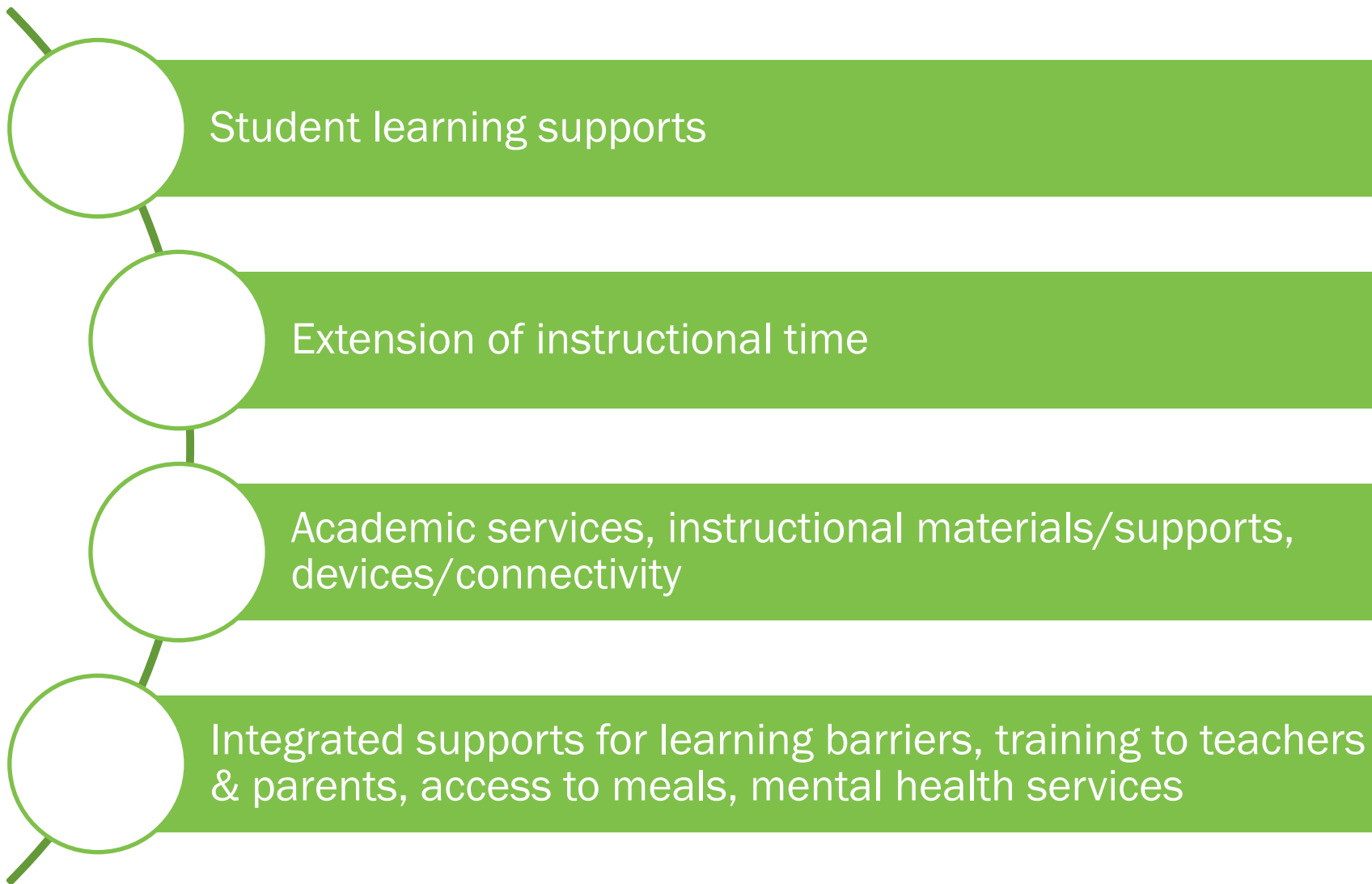
- Maintains May Revise employer contribution of 16.15%

2020-21 State Aid Deferrals

Spring State Aid to be paid much later in the year



Learning Loss Mitigation – Restricted Uses



Learning Continuity & Attendance Plan (LCP)

LCP → new report exclusively for 2020-21




Sept 30,
2020

- Adoption due date for new report by LEA's board
- Specific content requirements
- Separate public hearing required



Dec 15,
2020

- Due date for LCFF Budget Overview for parents



July 1,
2021

- Use new LCAP (Local Control Accountability Plan) 3-year template (2021-2024)
- To be approved by Board with FY22 budget

CCSPA Budget Updates





Budget Updates

		2020-21	2020-21	Comparison	Explanation
		Approved Budget	Current Forecast		
Revenue	LCFF Entitlement	3,753,271	3,886,053	132,782	LCFF rate change from -7.92% to 0%, 20-21 ADA capped at 19-20 ADA
	Federal Revenue	86,070	79,788	-6,282	SpEd rate updates
	Other State Revenues	582,658	819,591	236,933	LLM one-time funds
	Local Revenues	117,963	84,149	-33,814	Student production
	Fundraising and Grants	269,405	269,405	-	
	Total Revenue	4,809,367	5,138,986	329,619	
Expenses	Comp and Benefits	2,998,044	3,102,027	-103,983	Salary increases, some savings due to FTE reductions
	Books and Supplies	333,926	333,926	0	
	Services and Other Ops	1,338,307	1,346,621	-8,314	Additional costs for teacher certifications, updates to EdTec contract
	Depreciation	53,519	53,519	-	
	Other Outflows	-	-		
	Total Expenses	4,723,796	4,836,093	-112,297	
	Operating Income	85,571	302,893		
	Beginning Balance (Audited)	587,938	587,938		
	Operating Income	85,571	302,893		
	Ending Fund Balance (incl. Depreciation)	673,509	890,831		
	Ending Fund Balance as % of Expenses	14.26%	18.42%		

Multiyear Budgeting

Federal funds are a short-term solution – out years remain uncertain

2020-21

- ★ 0% COLA
- ★ STRS/PERS subsidy
- ★ CARES ESSER
- ★ CARES LLM
- ★ PPP Forgiveness
- ★ HEROES/Other Stimulus?

2021-22

- 💣 Unknown COLA
- ★ STRS/PERS subsidy
- ⊘ Extra funds?

2022-23

- 💣 Unknown COLA
- ★ STRS/PERS subsidy
- ⊘ Extra funds?

Budget Summary

Enrollment growth is critical for long terms financial health of the school

		2020-21	2021-22	2022-23	2023-24
		Current Forecast	Projected Budget	Projected Budget	Projected Budget
Revenue	LCFF Entitlement	3,886,053	4,521,550	4,889,698	5,313,203
	Federal Revenue	79,788	84,744	92,553	99,611
	Other State Revenues	819,591	635,402	669,302	705,737
	Local Revenues	84,149	89,660	94,233	99,391
	Fundraising and Grants	269,405	269,405	269,405	269,405
	Total Revenue	5,138,986	5,600,761	6,015,191	6,487,347
Expenses	Comp and Benefits	3,102,027	3,259,407	3,443,925	3,589,430
	Books and Supplies	333,926	370,479	392,768	417,915
	Services and Other Ops	1,346,621	1,592,702	1,780,471	2,012,045
	Depreciation	53,519	53,519	53,519	53,519
	Other Outflows	-	-	-	-
	Total Expenses	4,836,093	5,276,107	5,670,683	6,072,909
	Operating Income	302,893	324,654	344,508	414,438
	Beginning Balance (Audited)	587,938	890,831	1,215,485	1,559,993
	Operating Income	302,893	324,654	344,508	414,438
Ending Fund Balance (incl. Depreciation)		890,831	1,215,485	1,559,993	1,974,431
Ending Fund Balance as % of Expenses		18.42%	23.04%	27.51%	32.51%