



# Contra Costa School of Performing Arts

## Regular Board Meeting

### AGENDA

#### Date and Time

Monday July 18, 2022 at 5:30 PM PDT

#### Location

Time: Jul 18, 2022 05:30 PM Pacific Time (US and Canada)

Join Zoom Meeting <https://us06web.zoom.us/j/81556741601>

Meeting ID: 815 5674 1601

#### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>5:30 PM</b>
Opening Items			
<b>A. Record Attendance and Guests</b>		Marie Gil	1 m
<b>B. Call the Meeting to Order</b>		Marie Gil	1 m
<b>C. Approve Minutes</b>	Approve Minutes	Marie Gil	5 m
<p>The Board will consider the approval of the minutes from the Regular Board of Directors meeting held on June 13, 2022.</p> <p>Approve minutes for Regular Board Meeting on June 13, 2022</p>			
<b>D. Agenda Review and Adoption</b>	Vote	Marie Gil	5 m
<p>The Board will review the agenda and adopt as presented or take action to change the order of items.</p>			

	Purpose	Presenter	Time
<b>II. Public Comments</b>			<b>5:42 PM</b>
A. Items on the Agenda		Marie Gil	6 m
B. Items not on the Agenda		Marie Gil	4 m

<b>III. Standing Committees</b>			<b>5:52 PM</b>
A. Finance Committee	FYI	David Wendt	5 m
The Board will hear a report from the Finance Committee.			

<b>IV. Informational Items</b>			<b>5:57 PM</b>
The Board will hear presentations and updates on salient matters.			

A. Financial Report and Update from EdTec	FYI	EdTec Client Mgr	10 m
The EdTec Client Manager will present to the Board the monthly financial reports and other important updates.			

B. School Board Operations and Planning	Discuss	Robert Chalwell	30 m
The Board will officially recognize Marie Gill, current Vice President, as Interim President, and discuss:			
<ul style="list-style-type: none"> <li>- the duration of the Interim Presidency</li> <li>- ramping up board member recruitment</li> <li>- scheduling a date for Board Officer elections</li> <li>- scheduling a Board Retreat and other Professional Learning Opportunities</li> <li>- board member participation in 2022-2023 BOY activities</li> </ul>			

<b>V. ACTION ITEMS</b>			<b>6:37 PM</b>
A. Revised Brown Act Requirements on Teleconferencing Rules	Vote	Robert Chalwell	5 m
The Board will consider for approval the provision in AB 361 to continue using the bill's exemption to the Brown Act teleconferencing rules for an additional 30 days.			

	<b>Purpose</b>	<b>Presenter</b>	<b>Time</b>
<b>B. Staff-Declaration of Needs</b>	Vote	Robert Chalwell	5 m

The Board will consider for approval the amended petition to the CCCOE to recognize the existence of special circumstances in the recruitment of credentialed/certificated staff in the 2022-2023 school year.

<b>C. CHPS Bylaws Amendment</b>	Vote	Robert Chalwell	10 m
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The Board will consider for approval to amend the CHPS Bylaws pursuant to discussion.

**VI. STAFF REPORTS 6:57 PM**

<b>A. Executive Director Report</b>	Discuss	Robert Chalwell	5 m
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The Board will hear an update on school business from Dr. Chalwell.

**VII. CLOSED SESSION 7:02 PM**

The Board will move to Closed Session.

<b>A. Public Employment</b>			5 m
Title:	Administration Teachers Classified		

<b>B. Public Employment</b>			5 m
Title:	Public Employee Discipline/Dismissal/Release		

<b>C. Public Employment</b>	Discuss	Marie Gil	10 m
Employment			
Title:	Executive Director		

**VIII. RECONVENE TO OPEN SESSION 7:22 PM**

<b>A. Report Out</b>	FYI	Marie Gil	5 m
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The Board will report out on actions taken in Closed Session, if any.

	<b>Purpose</b>	<b>Presenter</b>	<b>Time</b>
<b>IX. Closing Items</b>			<b>7:27 PM</b>
<b>A. Adjourn Meeting</b>		Marie Gil	1 m

# Coversheet

## Approve Minutes

<b>Section:</b>	I. Opening Items
<b>Item:</b>	C. Approve Minutes
<b>Purpose:</b>	Approve Minutes
<b>Submitted by:</b>	
<b>Related Material:</b>	Minutes for Regular Board Meeting on June 13, 2022 2022_06_13_board_meeting_minutes DRAFT-final.pdf



# Contra Costa School of Performing Arts

## Minutes

### Regular Board Meeting

#### AGENDA

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#### **Date and Time**

Monday June 13, 2022 at 5:30 PM

#### **Location**

Join Zoom Meeting

<https://us06web.zoom.us/j/84754610276?pwd=NVROTmoySHV0Ynl1aEU5ZlVPSUNPd309>

Meeting ID: 847 5461 0276

Passcode: 499345

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*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. When translation services are utilized to support the participation of a primary Speaker, the translator will be afforded the same duration of time as the primary Speaker. 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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*The Board of Directors will provide reasonable accommodations for persons with disabilities planning to attend Board meetings so long as notice is provided one hour prior to the start of the meeting by contacting the Executive Director's Office at (925) 235-1130.*

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**Directors Present**

D. Padberg (remote), D. Wendt (remote), F. Bani-Taba (remote), H. Vega (remote), M. Gil (remote)

**Directors Absent**

*None*

**Directors who arrived after the meeting opened**

M. Gil

**Ex Officio Members Present**

R. Chalwell (remote)

**Non Voting Members Present**

R. Chalwell (remote)

**Guests Present**

B. Fleming (remote), J. Flaner (remote), K. Aozasa (remote)

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**I. Opening Items**

**A. Record Attendance and Guests**

Attendance recorded. Quorum present.

**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 Jun 13, 2022 at 5:32 PM.

**C. Approve Minutes - April 11, 2022**

D. Wendt made a motion to approve the minutes from Regular Board Meeting on 04-11-22.

H. Vega seconded the motion.

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

**Roll Call**

H. Vega	Aye
D. Wendt	Aye
M. Gil	Absent
D. Padberg	Aye
F. Bani-Taba	Aye

**D. Approve Minutes - May 17, 2022**

D. Wendt made a motion to approve the minutes from Regular Board Meeting on 05-17-22.

F. Bani-Taba seconded the motion.

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

**Roll Call**

F. Bani-Taba	Aye
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**Roll Call**

H. Vega Aye  
D. Wendt Aye  
M. Gil Absent  
D. Padberg Aye

**E. Agenda Review and Adoption**

D. Wendt made a motion to accept the agenda as presented.  
H. Vega seconded the motion.  
The board **VOTED** unanimously to approve the motion.

**Roll Call**

M. Gil Absent  
D. Wendt Aye  
H. Vega Aye  
F. Bani-Taba Aye  
D. Padberg Aye

**II. Public Comments**

**A. Items on the Agenda**

There were no public comments made during tonight's meeting.

**B. Items not on the Agenda**

There were no public comments made during tonight's meeting.

**III. Standing Committees**

**A. Finance Committee**

Chairman Wendt shared that the Finance Committee met last week to review the April financials and the 2022-23 budget. Also announced was a financial primer that is being developed by EdTec to provide the Board with relative information reading the various financial reports and statements. Release of the primer to board members will take place soon at a future board meeting.

**IV. Informational Items**

**A. Public Hearing for Local Control Accountability Plan (LCAP) to be Adopted for the Subsequent Fiscal Year**

Dr. Chalwell opened the public hearing on the Local Control Accountability Plan (LCAP) to be adopted for the subsequent fiscal year and presented the 2022-2023 LCAP proposed spending plan for public comment and questions. No public comments or questions were made during this public hearing.

**B. Financial Report and Update from EdTec**

The Board heard a presentation on the April Financials and multi-year projections, as of April 2022.

**C. Charter Authorizer Communications**



Dr. Chalwell addressed the questions/concerns voiced at the last Board meeting concerning Charter Authorizer Communications. Dr. Chalwell stated he reached out to Mr. McChesney at the County Office of Education for guidance and announced that they are developing protocols for handling future communications.

## V. ACTION ITEMS

### A. Revised Brown Act Requirements on Teleconferencing Rules

D. Wendt made a motion to continue using the bill's exemption to the Brown Act teleconferencing rules for an additional 30 days.

H. Vega seconded the motion.

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

#### Roll Call

M. Gil	Absent
D. Padberg	Aye
D. Wendt	Aye
F. Bani-Taba	Aye
H. Vega	Aye

### B. 22-23 Education Protection Account

H. Vega made a motion to approve the 22-23 EPA resolution and spending plan as presented.

D. Wendt seconded the motion.

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

#### Roll Call

F. Bani-Taba	Aye
H. Vega	Aye
D. Padberg	Aye
M. Gil	Absent
D. Wendt	Aye

### C. 2022-2023 LCAP

H. Vega made a motion to approve the 2022-2023 LCAP as presented.

D. Wendt seconded the motion.

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

#### Roll Call

H. Vega	Aye
D. Padberg	Aye
F. Bani-Taba	Aye
D. Wendt	Aye
M. Gil	Absent

M. Gil arrived at 6:23 PM.

### D. 2022-2023 Budget

D. Wendt made a motion to approve the 2022-2023 Budget as presented.

H. Vega seconded the motion.

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

#### Roll Call

D. Padberg	Aye
F. Bani-Taba	Aye
M. Gil	Abstain

**Roll Call**

H. Vega     Aye  
D. Wendt    Aye

**VI. STAFF REPORTS**

**A. Executive Director Report**

Dr. Chalwell provided the Board with an update on school business, promotions, graduation, and wrapping up the first school year back since the start of the pandemic. He also shared that staff retention is at its highest level going into the SY 2022-2023.

Dr. Chalwell announced that this will be the last meeting Board Chair Padberg will be attending, as she has submitted her resignation from the Board.

**VII. CLOSED SESSION**

**A. Public Employment**

The Board members entered into closed session.

**B. Public Employment**

The Board members entered into closed session.

**C. Conference with Legal Counsel**

The Board members entered into closed session.

**D. Public Employment**

The Board members entered into closed session.

**VIII. RECONVENE TO OPEN SESSION**

**A. Report Out**

The Board reentered to Open Session. Chairman Padberg reported out that the Board unanimously accepted the contracts for new employment, renewal/pay increases, and employee discipline/releases of contracts as submitted.

**NEW EMPLOYMENT ID#**

667770  
704364  
683616  
391442

**RENEWAL/PAY INCREASE ID#**

511813  
524353  
024923  
838922  
352802  
841350  
314531

419247  
481331  
808363  
037155  
332635  
888490  
325204  
328798  
809129  
851161  
929614  
648011  
195468  
642041  
460486  
667733  
495760  
035858  
750267  
806253  
856767  
495060  
641257  
022286  
618645  
898685  
762329

EMPLOYEE DISCIPLINE/RELEASE ID#

461279  
785883  
614832  
211851  
177041  
745946

**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 8:30 PM.

Respectfully Submitted,  
D. Padberg



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## Minutes

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**Roll Call**

D. Wendt     Aye

D. Padberg   Aye

F. Bani-Taba Aye

H. Vega       Aye

M. Gil         Absent

**D. Approve Minutes - May 17, 2022**

D. Wendt made a motion to approve the minutes from Regular Board Meeting on 05-17-22.

F. Bani-Taba seconded the motion.

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

**Roll Call**

D. Padberg   Aye

**Roll Call**

H. Vega Aye  
F. Bani-Taba Aye  
D. Wendt Aye  
M. Gil Absent

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D. Wendt made a motion to accept the agenda as presented.  
H. Vega seconded the motion.  
The board **VOTED** unanimously to approve the motion.

**Roll Call**

H. Vega Aye  
F. Bani-Taba Aye  
D. Wendt Aye  
D. Padberg Aye  
M. Gil Absent

**II. Public Comments**

**A. Items on the Agenda**

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#### Roll Call

F. Bani-Taba Aye  
D. Padberg Aye  
M. Gil Absent  
H. Vega Aye  
D. Wendt Aye

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H. Vega Aye  
D. Padberg Aye  
F. Bani-Taba Aye  
D. Wendt Aye  
M. Gil Absent

### C. 2022-2023 LCAP

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D. Wendt seconded the motion.

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

#### Roll Call

D. Wendt Aye  
F. Bani-Taba Aye  
M. Gil Absent  
H. Vega Aye  
D. Padberg Aye  
M. Gil arrived at 6:23 PM.

### D. 2022-2023 Budget

D. Wendt made a motion to approve the 2022-2023 Budget as presented.

H. Vega seconded the motion.

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

#### Roll Call

M. Gil Abstain  
D. Padberg Aye  
D. Wendt Aye

**Roll Call**

H. Vega Aye  
F. Bani-Taba Aye

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888490  
325204  
328798  
809129  
851161  
929614  
648011  
195468  
642041  
460486  
667733  
495760  
035858  
750267  
806253  
856767  
495060  
641257  
022286  
618645  
898685  
762329

EMPLOYEE DISCIPLINE/RELEASE ID#

461279  
785883  
614832  
211851  
177041  
745946

**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 8:30 PM.

Respectfully Submitted,  
D. Padberg

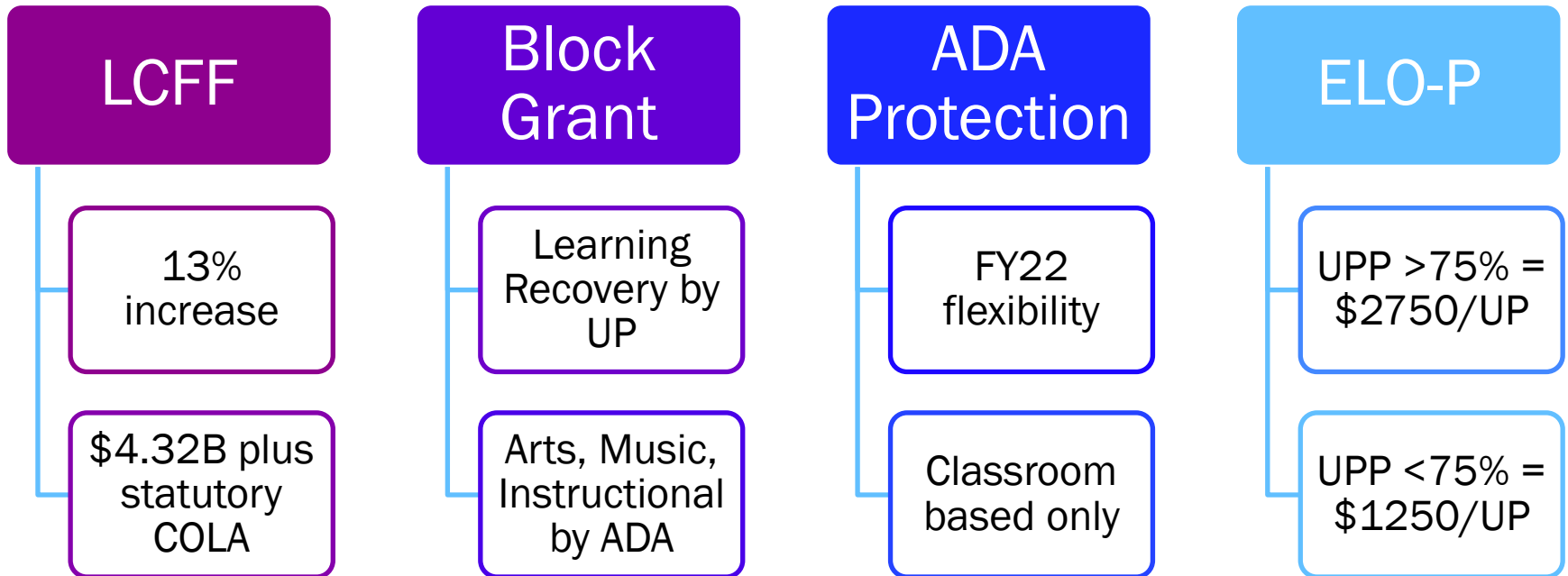
# Coversheet

## Financial Report and Update from EdTec

<b>Section:</b>	IV. Informational Items
<b>Item:</b>	A. Financial Report and Update from EdTec
<b>Purpose:</b>	FYI
<b>Submitted by:</b>	
<b>Related Material:</b>	Final Budget.pdf

# FY23 State Budget Agreement

Improved LCFF funding for all, but high UPP charters to receive even more



# Coversheet

## Revised Brown Act Requirements on Teleconferencing Rules

**Section:** V. ACTION ITEMS  
**Item:** A. Revised Brown Act Requirements on Teleconferencing  
Rules  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:**  
Revised\_Brown\_Act\_Requirements\_on\_Teleconferencing\_Rules.pdf



### **Revised Brown Act Requirements on Teleconferencing Rules**

The Governing Board of the Contra Costa School of Performing Arts determines, in accordance with Government Code Section 54953(e)(1)(B), that meeting in person would present imminent risks to the health or safety of attendees. Pursuant to Government Code Section 54953(e)(3), the Board has also reconsidered the circumstances of the State of Emergency declared by the Governor on March 4, 2020, and finds the State of Emergency continues to directly impact the ability of the Directors to meet safely in person and/or that State or local officials continue to impose or recommend measures to promote social distancing.

# Coversheet

## Staff-Declaration of Needs

<b>Section:</b>	V. ACTION ITEMS
<b>Item:</b>	B. Staff-Declaration of Needs
<b>Purpose:</b>	Vote
<b>Submitted by:</b>	
<b>Related Material:</b>	Declaration of Need.pdf



State of California  
 Commission on Teacher Credentialing  
 Certification Division  
 1900 Capitol Avenue  
 Sacramento, CA 95811-4213

Email: [credentials@ctc.ca.gov](mailto:credentials@ctc.ca.gov)  
 Website: [www.ctc.ca.gov](http://www.ctc.ca.gov)

## DECLARATION OF NEED FOR FULLY QUALIFIED EDUCATORS

Original Declaration of Need for year: 2022-2023  
 Revised Declaration of Need for year: 2021-2022

### FOR SERVICE IN A SCHOOL DISTRICT OR DISTRICT/COUNTY AUTHORIZED CHARTER SCHOOL

Name of District or Charter: Contra Costa School of Performing Arts District CDS Code: 07 10074 0134114  
 Name of County: Contra Costa County CDS Code: 1773

By submitting this annual declaration, the district is certifying the following:

- A diligent search, as defined below, to recruit a fully prepared teacher for the assignment(s) was made
- If a suitable fully prepared teacher is not available to the school district, the district will make a reasonable effort to recruit based on the priority stated below

The governing board/body of the school district or charter school specified above adopted a declaration at a regularly scheduled public meeting held on 7/12/22 certifying that there is an insufficient number of certificated persons who meet the district's specified employment criteria for the position(s) listed on the attached form. The attached form was part of the agenda, and the declaration did NOT appear as part of a consent calendar.

► **Enclose a copy of the board agenda item**

With my signature below, I verify that the item was acted upon favorably by the board. The declaration shall remain in force until June 30, 2023.

Submitted by (Superintendent, Board Secretary, or Designee):

D. Robert Chalwell Executive Director

*Name* *Signature* *Title*

925-235-1130 9/12/22

*Fax Number* *Telephone Number* *Date*

2730 Mitchell Drive Walnut Creek, CA 94598  
*Mailing Address*

robert.chalwell@cocospa.org  
*Email Address*

### FOR SERVICE IN A COUNTY OFFICE OF EDUCATION, STATE AGENCY, CHARTER SCHOOL OR NONPUBLIC SCHOOL AGENCY

Name of County \_\_\_\_\_ County CDS Code \_\_\_\_\_

Name of State Agency \_\_\_\_\_

Name of NPS/NPA \_\_\_\_\_ County of Location \_\_\_\_\_

The Superintendent of the County Office of Education or the Director of the State Agency or the Director of the NPS/NPA specified above adopted a declaration on \_\_\_/\_\_\_/\_\_\_, at least 72 hours following his or her public announcement that such a declaration would be made, certifying that there is an insufficient number of certificated persons who meet the county's, agency's or school's specified employment criteria for the position(s) listed on the attached form.

The declaration shall remain in force until June 30, \_\_\_\_\_.

► **Enclose a copy of the public announcement**

Submitted by Superintendent, Director, or Designee:

Name	Signature	Title
Fax Number	Telephone Number	Date
Mailing Address		
EMail Address		

► *This declaration must be on file with the Commission on Teacher Credentialing before any emergency permits will be issued for service with the employing agency*

**AREAS OF ANTICIPATED NEED FOR FULLY QUALIFIED EDUCATORS**

Based on the previous year's actual needs and projections of enrollment, please indicate the number of emergency permits the employing agency estimates it will need in each of the identified areas during the valid period of this Declaration of Need for Fully Qualified Educators. This declaration shall be valid only for the type(s) and subjects(s) identified below.

This declaration must be revised by the employing agency when the total number of emergency permits applied for exceeds the estimate by ten percent. Board approval is required for a revision.

Type of Emergency Permit	Estimated Number Needed
CLAD/English Learner Authorization (applicant already holds teaching credential)	9
Bilingual Authorization (applicant already holds teaching credential)	_____
List target language(s) for bilingual authorization: _____	_____
Resource Specialist	_____
Teacher Librarian Services	_____

**LIMITED ASSIGNMENT PERMITS**

Limited Assignment Permits may only be issued to applicants holding a valid California teaching credential based on a baccalaureate degree and a professional preparation program including student teaching.



Based on the previous year's actual needs and projections of enrollment, please indicate the number of Limited Assignment Permits the employing agency estimates it will need in the following areas. Additionally, for the Single Subject Limited Assignment Permits estimated, please include the authorization(s) which will be requested:

TYPE OF LIMITED ASSIGNMENT PERMIT	ESTIMATED NUMBER NEEDED
Multiple Subject	
Single Subject	<b>4</b>
Special Education	<b>3</b>
<b>TOTAL</b>	<b>7</b>

AUTHORIZATION(S) FOR SINGLE SUBJECT LIMITED ASSIGNMENT PERMITS (A separate page may be used if needed)	ESTIMATED NUMBER NEEDED
<b>Science - Chemistry</b>	<b>2</b>
<b>English</b>	<b>2</b>
<b>Science Biology</b>	<b>2</b>

**EFFORTS TO RECRUIT CERTIFIED PERSONNEL**

The employing agency declares that it has implemented in policy and practices a process for conducting a diligent search that includes, but is not limited to, distributing job announcements, contacting college and university placement centers, advertising in local newspapers, exploring incentives included in the Teaching as a Priority Block Grant (refer to [www.cde.ca.gov](http://www.cde.ca.gov) for details), participating in state and regional recruitment centers and participating in job fairs in California.

If a suitable fully prepared teacher is not available to the school district, the district made reasonable efforts to recruit an individual for the assignment, in the following order:

- A candidate who qualifies and agrees to participate in an approved internship program in the region of the school district
- An individual who is scheduled to complete initial preparation requirements within six months

**EFFORTS TO CERTIFY, ASSIGN, AND DEVELOP FULLY QUALIFIED PERSONNEL**

Has your agency established a District Intern program?  Yes  No

If no, explain. \_\_\_\_\_

Does your agency participate in a Commission-approved college or university internship program?  Yes  No

If yes, how many interns do you expect to have this year? 0

If yes, list each college or university with which you participate in an internship program.

Fortune School of Education  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If no, explain why you do not participate in an internship program.

\_\_\_\_\_  
\_\_\_\_\_

# Coversheet

## CHPS Bylaws Amendment

**Section:** V. ACTION ITEMS  
**Item:** C. CHPS Bylaws Amendment  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:**  
CHPS Bylaws 8.3.20 Redline (4884-8973-3415.v1) Working Doc.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, 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.

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) 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(c**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.

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. The terms of the Board seats set to expire on December 31, 2022, shall be staggered upon the appointment of directors for terms beginning on January 1, 2023. The Board shall classify each expiring Board seat as Board Seat 1 through 4. Terms shall be staggered with Board Seat 1 serving a term of \_\_\_\_\_ years, Board Seat 2 serving a term of \_\_\_\_\_ years, Board Seat 3 serving a term of \_\_\_\_\_ years and Board Seat 4 serving a term of \_\_\_\_\_ years. At the expiration of staggered terms eEach 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 Chief Executive Officer will appoint a committee to designate qualified candidates for appointment to the Board of Directors. The Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all designated candidates.

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; (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 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 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;<sup>1</sup>
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 23. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees 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 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

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

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

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 Chief Executive Officer, a Secretary, and a 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.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the 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. CHIEF EXECUTIVE OFFICER. 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 Chief Executive Officer shall have such other powers and duties as the Board of Directors or the bylaws may require.

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. **TREASURER.** The 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 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 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 Chief Executive Officer, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as 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 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 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 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.



### 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 the amended Bylaws 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 3<sup>rd</sup> day of August 20220.

\_\_\_\_\_  
Heather Vega, Secretary

[4884-8973-3415, v. 1](#)