

Manzanita Middle School

Bylaws



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ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at 5818 Santa Cruz Avenue, Richmond, Contra Costa County, California.

SECTION 2. CHANGE OF ADDRESS

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

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

SECTION 3. OTHER OFFICES

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

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be the founding and operation of a California public charter school, initially serving grades six, seven, and eight. This charter school, Manzanita Middle School, A Cooperative Charter School (“Manzanita Middle School”), will be organized as a parent cooperative, developmentally-based school, with an emphasis on an integrated, theme-based academic and creative curriculum and a committed level of parental involvement. Manzanita Middle School will have an open enrollment policy with the goal of balancing a low student-teacher ratio with recruitment of a student body representative of the diverse racial, ethnic, and socio-economic demographics of the greater San Francisco Bay Area. Consistent with this goal, Manzanita Middle School will (i) admit students of all races, ethnicities, national origins, gender, and abilities to all the rights, privileges, programs, and activities it makes available to its students generally, and will not discriminate on the basis of any of the foregoing factors in the administration of educational policies, admissions, scholarship or loan programs, and athletic or other school-administered programs, and (ii) through recruitment and admissions practices, actively encourage and provide for such diversity in its student

body.

ARTICLE 3 MEMBERS

SECTION 1. QUALIFICATIONS OF MEMBERS

Each family with a child or children properly enrolled in Manzanita Middle School shall have one membership in the corporation. A student is properly enrolled when there is a Parent Contract duly executed for the current academic year. The membership shall be held by the custodial parent(s) or guardian(s) of the child or children so enrolled who have signed the Parent Contract. In the case where there are two custodial parents or guardians who have signed the Parent Contract, the membership shall be held and exercised jointly by the custodial parents or guardians.

Each family who has contributed a minimum of 75 hours of work toward creating or sustaining Manzanita Middle School (“Level I Participants”) in accordance with the procedures set forth in the school’s charter document shall have one membership in the corporation. The membership shall be held and exercised jointly by the custodial parents or guardians. Such membership shall continue from year to year until the family’s child is properly enrolled in the school, or has enrolled at another school, at which time such membership shall terminate and the family shall thereafter hold a membership on the terms set forth above with respect to memberships held by families of enrolled students.

Each family who has contributed a minimum of 10 hours of work toward creating or sustaining Manzanita Middle School during the six months prior to the application due date for a given academic year (“Level II Participants”) in accordance with the procedures set forth in the school’s charter document shall have one membership in the corporation for the duration of that academic year, after which time it shall terminate. The membership shall be held and exercised jointly by the custodial parents or guardians.

SECTION 2. ADMISSION OF MEMBERS

Members are admitted to the corporation upon the admission of their child or children into the school and execution of Parent Contract for the term of the contract or upon certification by a duly-authorized representative of the school of their status as Level I Participants or Level II Participants

SECTION 3. POWERS

The powers of the membership shall include:

- (a) Election and/or removal of Officers and Directors;
- (b) Approval of the annual budget for the corporation and all amendments thereto; however, the membership shall only approve the annual budget and amendments thereto that revise programs or staffing levels after the annual budget and such amendments are first considered by the Board of Directors at a properly noticed meeting of the Board.
- (c) Approval of all expenditures of more than \$1,000 not specifically authorized in the annual budget or amendments thereto;
- (d) Through participation on an official school personnel committee, recommendations to the Board regard-

ing hiring of the permanent teachers, speciality teachers, and administrative staff.

- (e) Approval of changes in the obligations and duties of members;
- (f) Approval of revisions in the Bylaws of the corporations; and
- (g) Approval of revisions in the Articles of Incorporation.

SECTION 4. INSURANCE FOR CORPORATE AGENTS

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

SECTION 5. DUTIES

All members shall perform such duties and obligations as stated in the Parent Contract.

SECTION 6. MEMBERSHIP RECORDS

The corporation shall keep membership records containing the name and address of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. Such records shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation.

The record of names and addresses of the members of this corporation shall constitute the membership roster of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

Membership shall normally terminate on the date that is the later of (i) the expiration of the Parent Contract and (ii) June 30th of the year that is the second year after the student in that family has graduated from the school.

Membership may also be terminated through the following process:

- (a) A teacher or Board member may bring issues of termination to the Board of Directors.
- (b) A membership shall be terminated (1) upon a determination by the Board in conformance with the terms of the Parent Contract; or (2) upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (c) A member who is to be expelled per subparagraph (b) of this section, shall have the right to be notified in writing within five (5) days of the expulsion, the reasons therefor, and the right to appeal the decision and to be heard, either orally or in writing, at a hearing to be held by the Board. The member shall have fifteen (15) days from the date of the notice to appeal. The Board shall hold a hearing within fifteen (15) days of the date of the appeal. The Board may, at its discretion, suspend any or all rights of membership until the final Board decision on termination is made.
- (d) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled or sanctioned in some other way. The decision of the Board shall be final and cannot be appealed to the membership or otherwise.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the membership.

SECTION 2. REGULAR AND ANNUAL MEETINGS

The members shall hold a regular meeting each month September through June on the first Tuesday at 8 p.m. or such other date and time each month as stated in the school calendar.

The April meeting also shall be the annual meeting for the purpose of electing directors.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board Chair of the corporation or the Board of Directors. In addition, special meetings of the members for any lawful purpose may be called by twenty percent (20%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

- (a) Regular Meetings: Regular meetings of the members shall be included in the annual calendar. In addition, notice of the meeting in the form of an agenda shall be posted three business days prior to the meeting on the school bulletin board.
- (b) Special Meetings. Notice of special meetings of members shall be made two weeks prior to the meeting during the regular school term by placing of an agenda in each member's school mailbox and the posting of the agenda on the school bulletin board, and during the remainder of the year by mailing of an agenda to each member.
- (c) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken with respect to the following proposals, such action shall be invalid unless notice in the form of a description of the proposal is placed in each member's school mailbox and is posted on the school bulletin board at least two weeks prior to consideration of the proposal during the regular school term and during the remainder of the year is mailed to each member at least two weeks prior to consideration of the proposal:
- (1) Removal of directors without cause;
 - (2) Filling of vacancies on the Board by members;
 - (3) Amending the Articles of Incorporation;
 - (4) Amending the Bylaws; and
 - (5) abAn election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of fifty percent of the voting members of the corporation

The members 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 members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each membership is entitled to one vote regardless of the number of children in the school on each matter submitted to a vote of the members. Voting at duly held meetings shall be by voice vote, unless decided by the membership otherwise. Election of Directors, however, shall be by ballot.

SECTION 8. PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Board Chair of the corporation or, in his or her absence by the Fiscal manager of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rule of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. NOMINATION AND ELECTION PROCEDURES

(a) At the membership meeting in March of each year, nominations shall be opened for each Board position, including Board Chair, Fiscal Manager and Secretary. Nominations shall be taken at the meeting and then remain open for one week after the membership meeting by the posting of a list of Board positions on the school bulletin board and the submittal of nominations to the Secretary.

(b) After the one week nomination period, the Secretary shall verify the willingness of each nominee to serve if elected and shall obtain from each nominee information regarding the period of time as member of the school, offices and duties previously performed in the corporation, and any other information relevant to serving as a Director. The Secretary shall, with the approval of the Board of Directors, prepare a form for obtaining the information.

(c) At least one week prior to the annual membership meeting at which election of Directors will take place, the Secretary shall distribute to each member a copy of the information regarding nominees for Directors.

(d) Additional nominations may be taken at the annual membership meeting in April prior to voting for Directors. If any additional nominations are received, the nominee shall make a brief statement to provide the membership the information referred to in (b) of this Section 10.

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER

Prior to the initial election of the full board of directors as and when described below, the corporation shall be governed by five directors, pursuant to article 5 of its Articles of Incorporation, including the officers of the corporation. Duties will be allocated as deemed necessary.

The corporation shall have twelve directors, and collectively they shall be known as the Manzanita Board of Directors. The individual responsibilities of the directors, consistent with these Bylaws, shall be established at the March membership meeting prior to the opening of nominations. The number of Directors stated in the first sentence of this paragraph may be changed by amendment of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws, as provided in these Bylaws.

The Manzanita Board of Directors will be composed of:

1. One administrative manager
2. One representative from the charter district
3. One Faculty Representative (selected annually by the teaching staff)

Nine (4-12) director positions filled annually by election by the Manzanita Membership:

4. Board Chair
5. Secretary
6. Fiscal Manager
7. Building and Site Maintenance Chair
8. Registrar
9. Personnel Chair
10. Admissions Chair
11. Internal Liaison and Community Outreach chair
12. Fundraising/Grant-writing Chair

The number and type of elected director positions may be modified as needed and determined by the two governing bodies in accordance with procedures discussed in the Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Specifically, the powers of the Board shall include:

- (a) Hiring of employees and approval of hiring of employees hired on an emergency basis. Employees hired on an emergency basis must have the approval of the Board Chair, Secretary, and Fiscal Manager, and may be retained for only 30 days without Board approval.
- (b) Removal of a Director for conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (c) Meet in closed session, at its discretion in order to receive, investigate, debate, interview, and screen issues to which a potential liability is attached. Such issues may include, but not be limited to, personnel matters and confidential information regarding community members. Decisions taken as the result of such a meeting

shall be made in an open session, with minutes taken as specified elsewhere in these Bylaws.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; and
- (d) Meet at such times and places as required by these Bylaws;

SECTION 4. TERMS OF OFFICE

Each director shall hold office from May 1 after the annual meeting at which elected until April 30 following the next annual meeting for election of the Board of Directors as specified in these Bylaws.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, and further excluding any credit for participation; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-law, mother-in-law, or father-in-law of any such person.

SECTION 7. VACANCIES

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

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

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

A person elected to fill a vacancy as provided by this Section shall hold office until April 30 following the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 8. NON-LIABILITY OF DIRECTORS

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

SECTION 9. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6 MEETINGS OF DIRECTORS

SECTION 1. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the fourth Tuesday of each month at 8:00 p.m., or at the date and time stated in the annual calendar.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Board Chair, the Membership Chair, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 4. NOTICE OF MEETINGS

(a) **Regular Meetings:** Regular meetings of the Board of Directors members shall be included in the annual calendar. In addition, notice of the meeting in the form of an agenda shall be posted three days prior to the meeting on the school bulletin board.

(b) **Special Meetings.** Notice of special meetings of the Board of Directors shall be made three days prior to the meeting through the delivery of an agenda in each member's school mailbox and the posting of the agenda on the school bulletin board.

SECTION 5. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 6. QUORUM FOR MEETINGS

A quorum shall consist of fifty percent of the Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as heretofore defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

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

SECTION 7. MAJORITY ACTION AS BOARD ACTION

Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 8. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Board Chair of the corporation or, in his or her absence, by the Fiscal manager of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

ARTICLE 7 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be the Board Chair, Secretary, and a Chief Financial Officer who shall be designated the Fiscal Manager. The corporation may also have other officers as designated by the membership.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as officer of this corporation. Officers shall be elected by the membership, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. DUTIES OF BOARD CHAIR

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

SECTION 4. DUTIES OF SECRETARY

The Secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. He or she shall keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof. The Secretary shall be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws. He or she shall exhibit at all reasonable times to any

director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the directors of the corporation. And in general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, by these Bylaws, by the Operations Manual, or which may be assigned to him or her from time to time by the membership or the Board of Directors.

SECTION 5. DUTIES OF FISCAL MANAGER

In the absence of the Board Chair, or in the event of his or her inability or refusal to act, the Fiscal Manager shall perform all the duties of the Board Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Board Chair. Subject to the provisions of these Bylaws relating to the Execution of Instruments, Deposits and Funds, the Fiscal Manager shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. He or she shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. The Fiscal Manager shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. He or she shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Fiscal Manager shall exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor. He or she shall render to the Board Chair and directors, whenever requested, an account of any or all of his or her transactions as Fiscal Manager and of the financial condition of the corporation. The Fiscal Manager shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, the Fiscal Manager shall perform all duties incident to the office of Fiscal Manager and such other duties as may be required by law, by the Articles of Incorporation of the corporation, by these Bylaws, by the Operations Manual, or which may be assigned to him or her from time to time by the membership or the Board of Directors.

ARTICLE 8 COMMITTEES

For the first school year until election of a full Board of Directors, the responsibilities of the Committees shall be discharged by the interim Board of Directors, as informed by the recommendations of such Level II Participants (as defined in the school charter) as may be delegated certain Committee responsibilities by the interim Board.

SECTION 1. ADMISSIONS COMMITTEE

The corporation shall have an Admissions Committee. The Committee shall consist of the teacher of the class in which the new student will enroll, the Admissions Chair and one other Director

The Admissions Committee shall apply the process and standards for admission of students and members, pursuant to the school charter and such further guidelines as may be set by the membership and the Board of Directors consistent with the charter and described in the handbook (Article 10, section 1).

The admission of all children to the school shall be by the Admissions Committee.

SECTION 2. COMPENSATION COMMITTEE

- (a) The corporation shall have a Compensation Committee. The Committee shall consist of the Board Chair, Fiscal Manager, Personnel Chair and one member Director selected by the Board.
- (b) The Compensation Committee shall meet with all employees or their representatives on all salary, benefit, and working conditions affecting them before making any recommendations on such matters. The Compensation Committee may, at its discretion, meet with other employees before making recommendations regarding salaries, benefits and working conditions.
- (c) All salary, benefits, and working conditions shall be considered by the Compensation Committee. The Compensation Committee shall make recommendations to the Board of Directors. No matter regarding salary, benefits, and working conditions shall be decided without first consideration and recommendation of the Compensation Committee.

SECTION 3. EXECUTIVE COMMITTEE

The Corporation shall have an Executive Committee. The Committee shall consist of the Board Chair, Fiscal Manager, and Secretary

The Executive Committee shall be called, and chaired, by the Board Chair. It shall have the authority to meet in closed session in order to receive, investigate, debate, interview, and screen Manzanita Charter School, issues. Such issues may include, but not be limited to, emergency or disaster situations, personnel matters, grievance procedures, legal matters, non-performance of a member of the Board of Directors, and confidential information regarding community members.

The Executive committee may make recommendations to the Board of Directors with regard to matters it has heard. The recommendations shall be made with full regard for the need to protect confidentiality. If the Board is unable to reach a decision based on such a presentation, it shall go into closed session as described in Article 5, section 2 (c) .

The Executive Committee may make decisions subject to Board of Directors approval.

The Executive Committee shall keep minutes of its proceedings to be held in confidential files.

SECTION 4. PERSONNEL COMMITTEE

- (a) The corporation shall have a Personnel Committee. The Committee shall consist of the Board Chair, Personnel Chair, Liaison, and two non-Board members appointed by the Board Chair and confirmed by the Board of Directors.
- (b) The Personnel Committee, chaired by the Personnel Chair, shall stand for the duration of each Board year (May 1 St - April 30th).
- (c) The Personnel Committee shall insure that the corporation Personnel Policies and Procedures Manual is followed, as described therein.

SECTION 5. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the

membership or the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the membership and the Board, and shall be clearly titled as “advisory” committees.

SECTION 6. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the directions given by the membership or the Board of Directors. The membership or the Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9 TEACHERS AND CURRICULUM

SECTION 1. DUTIES OF TEACHERS

The duties of the teachers shall be as stated in the Teacher Contract.

SECTION 2. CURRICULUM

Classroom curriculum is decided by the teachers, but shall be consistent with the school charter.

ARTICLE 10 HANDBOOK, OPERATIONS MANUAL, PARENT CONTRACT, EMPLOYMENT CONTRACT, BULLETIN BOARD, AND ANNUAL CALENDAR

SECTION 1. MANZANITA CHARTER SCHOOL HANDBOOK

There shall be maintained a Manzanita Charter School Handbook. The Handbook shall serve as a source of information for all members as to how the school operates and the general rights and responsibilities of members. The Membership Chair shall keep the Handbook updated and shall at least annually before the last day of February revise the Handbook. The membership shall approve all policy changes and the Board of Directors shall approve all other changes in the Handbook.

SECTION 2. OPERATIONS MANUAL

There shall be maintained an Operations Manual. The manual shall describe the responsibilities of each Board position and other functions and procedures in the school. The Manual shall be kept up-to-date by the Secretary, and changes shall be approved by the Board of Directors.

SECTION 3. PARENT CONTRACT

The Parent Contract shall outline the rights and responsibilities of each member in the corporation. The Contract shall be updated by the Registrar and changes shall be approved by the membership.

SECTION 4. EMPLOYMENT CONTRACT

The Employment Contract shall consist of two parts, Individual Terms and General Terms. The General Terms

shall outline responsibilities. The initial form of Employment Contract shall be determined by the Board of Directors. Thereafter, any changes to the Employment Contract Individual Terms shall be approved by the Board of Directors. The Employment Contract General Terms, including school hours, shall be updated annually and if any material changes are made to the General Terms, these shall be approved by the membership.

SECTION 5. SCHOOL BULLETIN BOARD

There shall be maintained a bulletin board in the school. The bulletin board shall be used to post notices of meetings, nomination lists, and other corporation communications. The location of the bulletin board shall be included in the Handbook and announced at the first membership meeting of each school year.

SECTION 6. ANNUAL CALENDAR

There shall be an annual calendar for each school year which shall include days of school, conference days, holidays, recesses, membership meetings, and Board of Directors meetings approved by the membership.

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

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

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

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

ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

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

- (a) Minutes of all meetings of directors, committees and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its former and present members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all current and former members' names, addresses and voting rights, at reasonable times.
- (b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. LIMITATIONS ON INSPECTION RIGHTS

The inspections rights stated in Section 3 and Section 4 of this Article shall not include the following items, inspection of which shall be limited as specified below:

Immunization records: Admission Chair

Academic records: Teachers

Individual member participation records: Registrar

Closed Board of Directors meeting minutes: Board of Directors

Executive Committee meeting minutes: Executive Committee and/or Personnel Committee in the matter of grievance procedures

Employee files: Personnel Committee, employee whose name appears on file when request is made in accordance with corporation Personnel Policies & Procedures Manual

Liaison files: Board Chair and Liaison

Grievance Procedure files: Personnel Committee.

SECTION 6. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 7. ANNUAL REPORT

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

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 8 of this Article.

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

SECTION 8. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation was a party.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving the lesser of more than five percent (5%) of the current annual budget or more than Fifty Thousand Dollars (\$50,000); or which was one of a number of transactions with the same persons involving, in the aggregate, the lesser of more than five (5%) of the current annual budget or more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more

than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Non-profit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The annual report as described in Section 7 of this Article shall include the information required by this Section.

ARTICLE 13 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 14 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 15 REVIEW AND AMENDMENT OF BYLAWS

SECTION 1. REVIEW

These Bylaws shall be reviewed by the Board of Directors at least every two years.

SECTION 2. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of an absolute majority of the members of this corporation.

CERTIFICATION

We, the undersigned, do hereby certify:

That the foregoing Bylaws, consisting of twenty-three (23) pages, inclusive of this page, constitute the Bylaws of said corporation as duly adopted by said corporation on July 29, 2000, in witness whereof, each of us have subscribed our names.

Secretary/Director

Chairman of Board/Director

Director