

Bylaws
of
Alder Grove Charter School

(A California non-profit public benefit corporation)

ARTICLE I
NAME

Section 1. NAME. The name of this non-profit public benefit corporation is: Alder Grove Charter School (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE OF THE NON-PROFIT PUBLIC BENEFIT CORPORATION

Section 1. PRINCIPAL OFFICE OF THE NON-PROFIT PUBLIC BENEFIT CORPORATION. The principal office for the transaction of the activities and affairs of this Corporation will be located in Humboldt County at 714 F St., Eureka, CA. The Governance Council may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE NON-PROFIT PUBLIC BENEFIT CORPORATION. The Governance Council may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this Corporation is to manage, operate, guide, direct and promote one or more California public charter schools, including Alder Grove Charter School-2 (the "Charter School"), a California public charter school. 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 non-profit public benefit 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 non-profit public benefit 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 distribution 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, rule of construction and definitions in the California Non-Profit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 2. The Board of Directors shall be known as the Governance Council (“council”). The Directors shall be known as council members. These terms as used in these bylaws are parallel to the terms Board of Directors and Directors in the California Corporations Code.

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 council member 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 non-profit fund, foundation, or non-profit public benefit corporation or association that is organized and operated exclusively for educational, public, or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VI
CORPORATION WITHOUT MEMBERS

Section 1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Non-Profit Corporation Law. The Corporation’s Governance Council 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 Governance Council finds appropriate.

ARTICLE VII
GOVERNANCE COUNCIL

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Non-Profit 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

Governance Council. The council may delegate the management of the Corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the council.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this article, but subject to the same limitations, the Governance Council shall have the roles and responsibilities of:

- Finance:
 - Monitor fiscal solvency and management.
 - Approve budgets/spending and fiscal policies.
- Educational Program:
 - Monitor student performance.
 - Ensure curriculum aligns with mission as outlined in the charter.
- Personnel:
 - Hire/fire/evaluate the director.
 - Approve personnel policies.
 - Approve staffing recommendations and decisions.
- Facilities:
 - Enter into financing and building contracts.
 - Approve construction and remodeling of facilities.

To facilitate input from the Charter School teachers and parents/guardians, the Governance Council will delineate roles and responsibilities of the Charter School's Leadership Team.

Section 3. DESIGNATED COUNCIL MEMBERS AND TERMS. The Governance Council shall be no less than five (5) and no more than nine (9) voting council members, unless changed by amendment to these bylaws. In accordance with Education Code Section 47604(b), the charter authorizer may appoint a representative to sit on the Governance Council. If the authorizer chooses to do so, the Charter School may appoint another member to ensure that the council is maintained with an odd number of directors. The membership, voting rights, term etc. of the Governance Council members shall be delineated with the following criteria:

- Council members are elected for three year terms by:
 - Charter School staff members.
 - Each family unit with students enrolled in the Charter School.
 - Governance Council members.

Section 4. SCHOOL LEADERSHIP TEAM.

The Charter School shall have a 5-9 person Leadership Team. The Leadership Team will be responsible for crafting the means to achieve the outcomes delineated and/or approved by the Governance Council. The Leadership Team will be composed of an equal number of faculty

representatives and parents, as well as the Charter School Director. The roles and responsibilities of the Leadership Team include but are not limited to:

- Finance:
 - Develop and recommend annual budget and/or major budget changes.
 - Implement fiscal recommendations.
 - Review quarterly budget reports and audit report.
- Educational Program:
 - Review student performance data.
 - Research/develop student data collection system.
 - Develop/align standards, curriculum and assessment.
 - Develop school calendar.
 - Develop parent/student handbook.
- Personnel:
 - Conduct prospective employee interviews.
 - Develop and/or recommend personnel policies.
 - Develop/implement professional development plan.
- Facilities:
 - Conduct school site needs assessment.
 - Research school site, funding and facilities options.
 - Make recommendation on facility needs and policies.

The Leadership Team shall be designated by the then-current leadership team.

Section 5. RESTRICTION ON INTERESTED PERSONS AS COUNCIL MEMBERS. No more than 49 percent of the persons serving on the Governance Council may be interested persons. An interested person is (a) any person compensated by the non-profit public benefit 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 council member as council member; 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. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the non-profit public benefit corporation.

Section 6. COUNCIL MEMBER'S TERM. Each council member shall hold office unless otherwise removed from office in accordance with these bylaws for three (3) years and until a successor council member has been designated and qualified.

Section 7. NOMINATIONS BY COMMITTEE. Interested qualified candidates shall submit their name and any other requested information to the Charter School director at least thirty (30) days before the date of election. Qualified candidates shall be over 18 years of age and would not cause a vacancy on the council under the terms of section 10 of Article VII of these bylaws.

Section 8. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for council member than can be elected, no corporate funds may be expended to support a nominee, unless authorized by the Governance Council.

Section 9 ELECTIONS OF COUNCIL MEMBERS. (a) Council members shall be

elected by sealed ballots no later than three (3) weeks before the Annual Meeting of the Governance Council of Alder Grove Charter School. The ballot shall contain the names of all qualified candidates submitted to the Charter School director. (b) Each family unit with student(s) enrolled is entitled to one vote. Each Charter School staff member and each member of the Governance Council is entitled to one vote. In the event a staff member or council member is also a part of a family unit, that staff member or council member shall not be entitled to an additional vote for being a council member or staff member. In the event that students from any family reside in different households, each household shall be considered a separate family unit for voting purposes.

Section 10. EVENTS CAUSING VACANCIES ON COUNCIL. A vacancy or vacancies on the Governance Council shall occur in the event of (a) the death, resignation, or removal of any council member; (b) the declaration by resolution of the Governance Council of a vacancy in the office of a council member 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 Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of council members; (d) the failure of a council member to be elected; or (e) a council member missing two consecutive regular meetings without notice to the council President within eight hours of the scheduled meeting, or three consecutive regular meetings with or without notice. Council members will be considered present if traveling on approved Charter School business.

Section 11. RESIGNATION OF COUNCIL MEMBERS. Except as provided below, any council member may resign by giving written notice to the President of the Governance Council. 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 council member's resignation is effective at a later time, the Governance Council may elect a successor to take office as of the date when the resignation becomes effective.

Section 12. COUNCIL MEMBER MAY NOT RESIGN IF NO COUNCIL MEMBER REMAINS. Except on notice to the California Attorney General, no council member may resign if the Corporation would be left without a duly elected council member or council members.

Section 13. REMOVAL OF MEMBERS. Any council member, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Governance Council at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal 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) as said chapter may be modified by subsequent legislation ("Brown Act"). The representative appointed by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a council designated member shall be filled as provided in Section 9.

Section 14. VACANCIES FILLED BY COUNCIL. Vacancies on the Governance Council, except for the representative appointed by the charter authorizer, may be filled by approval of the Governance Council or, if the number of council members then in office is less than a quorum, by (a) the affirmative vote of a majority of the council members then in office at a regular or special meeting of the Governance Council, or (b) a sole remaining council member. The term of

a member so elected shall be the unexpired portion of the term of the member, if any, the member so elected is replacing. However, in the event of removal of a member by vote as described in Section 13, a special meeting of the members shall be called to follow the procedure as set forth in Section 9.

Section 15. NO VACANCY ON REDUCTION OF NUMBER OF COUNCIL MEMBERS. Any reduction of the authorized number of council members shall not result in any council members being removed before his or her term of office expires.

Section 16. PLACE OF GOVERNANCE COUNCIL MEETINGS. Meetings shall be held at the principal office of the Corporation. The Governance Council may also designate that a meeting be held at any place within California that has been designated by resolution of the Governance Council or in the notice of the meeting. All meetings of the Governance Council shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act.

Section 17. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. This council will hold no meetings by telephone or other telecommunications equipment.

Section 18. ANNUAL AND REGULAR MEETINGS. Regular meetings of the Governance Council shall be held at a day and time to be chosen by the council members at the last regularly scheduled meeting of each year to be in effect the following year, unless that day should fall on a legal holiday in which event the regular meeting shall be held at the same hour and place on the next business day following the legal holiday. The Governance Council shall have regularly scheduled meetings at least quarterly during the school year. At least 72 hours before a regular meeting, the Governance Council, 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. The Governance Council shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business at the last regularly scheduled meeting each school year. All meetings of the Governance Council shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act.

Section 19. AUTHORITY TO CALL SPECIAL OR EMERGENCY MEETINGS. Special or emergency meetings of the Governance Council for any purpose may be called at any time by the president of the council or a majority of the council members.

Section 20. NOTICE OF SPECIAL OR EMERGENCY MEETINGS. In accordance with the Brown Act, special meetings of the Governance Council may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Council members shall also receive at least twenty-four (24) hour notice of the special meeting, in the following manner: by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the council member or to a person at the council member's office who would reasonably be expected to communicate that notice promptly to the council member; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the council member's address, email address, or telephone number as shown on the Corporation's records.

In accordance with the Brown Act, emergency meetings of the Governance Council may be held without complying with the twenty-four (24) hour notice requirement for special meetings, for “emergency situations” as defined by Government Code Section 54956.5.

Notice of the time and place of special or emergency meetings shall be given to all media who have requested notice of special meetings in accordance with all relevant provisions of the Brown Act.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation’s principal office, and the business to be transacted at the meeting.

All notice requirements will comply with the terms and provisions of the Ralph M. Brown Act.

Section 21. QUORUM. A majority of the council members then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the council members present at a duly held meeting at which a quorum is present shall be an act of the council, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a council member has a direct or indirect material financial interest, (b) approval of certain transactions between non-profit public benefit corporations having common council memberships, (c) creation of and appointments to committees of the council, and (d) indemnification of council members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some council members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 22. ADJOURNMENT. A majority of the council members present, whether or not a quorum is present, may adjourn any Governance Council meeting to another time and place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the council members who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

Section 23. COUNCIL MEMBER STIPENDS AND REIMBURSEMENT. Council members shall receive a stipend to cover incidental costs of serving on the council at the rate of \$50 per Governance Council meeting. Council members who attend training or are conducting authorized council business may also receive reimbursement of expenses. All such costs shall be included in the Charter School’s annual budgets. Council members have the option to decline stipends and/or reimbursements in writing to the director at the annual meeting or the individual member’s first meeting.

Section 24. CREATION OF POWERS OF COMMITTEES. The council, by resolution adopted by a majority of the council members then in office, may create one or more committees, each consisting of two or more council members and no one who is not a council member, to serve at the pleasure of the council. Appointments to committees of the Governance Council shall be by majority vote of the council members then in office. The Governance Council may appoint one or more council members as alternate members of any such committee, who may replace any absent

member at any meeting. The purpose, duties and structure of committees will be clearly delineated by the council upon creation. Any such committee shall have all the authority of the council, to the extent provided in the Governance Council's resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Non-Profit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Governance Council or any committee of the council;
- (c) Fix compensation of the council members for serving on the Governance Council or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Governance Council that by its express terms is not so amendable or subject to repeal;
- (f) Create any other committees of the Governance Council or appoint the members of committees of the council;
- (g) Expend corporate funds to support a nominee for council member if more people have been nominated for council member than can be elected; or
- (h) Approve any contract or transaction to which the non-profit public benefit corporation is a party and in which one or more of its council members has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Section 25. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Governance Council shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Governance Council 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 Governance Council 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 Governance Council may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Governance Council has not adopted rules, the committee may do so as long as the rules are consistent with the bylaws of the Governance Council.

Section 26. NON-LIABILITY OF COUNCIL MEMBERS. No Council member shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 27. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Governance Council 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 comprised of a president, a vice president, a secretary, and a treasurer.

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 the president.

Section 3. ELECTION OF OFFICERS. The officers of the Corporation shall be selected from their own ranks by nomination and majority vote at the annual meeting of the Governance Council and shall serve at the pleasure of the council, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Governance Council may remove any officer with or without cause, by a majority of the council members then in office, at any regular or special meeting of the council, or except in case of an officer chosen by the council, by any officer on whom the power of removal may be conferred by the council.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the council. 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, if any, 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. PRESIDENT OF THE COUNCIL. If a president of the Governance Council is elected, he or she shall preside at all Governance Council meetings and shall exercise and perform such other powers and duties as the Governance Council may assign from time to time. If a president of the Governance Council is elected, there shall also be a vice-president of the Governance Council. In the absence of the president, the vice-president shall preside at Governance Council meetings and shall exercise and perform such other powers and duties as the Governance Council may assign from time to time.

Section 8. VICE-PRESIDENT. If the president is absent or disabled, the vice-president, if any, shall perform all duties of the president. When so acting, a vice-president shall have all powers of and be subject to all restrictions on the president. The vice-president shall have such other powers and perform such other duties as the Governance Council 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 Governance Council may direct, a book of minutes of all meetings, proceedings, and actions of the council, and of committees of the council. 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; and the names of persons present at Governance Council and committee meetings.

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

The secretary shall give, or cause to be given, notice of all meetings of the council, and of committees of the Governance Council that these bylaws or law 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 Governance Council or 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 the council members such financial statements and reports as are required to be given by law, by these bylaws, or by the council. The books of account shall be open to inspection by any council member at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as the Governance Council may designate; (ii) disburse the Corporation's funds as the Governance Council may order; (iii) render to the president, if any, and the council, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the council, contract, job specification, or the bylaws may require.

If required by the council, the treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Governance Council 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 COUNCIL MEMBERS AND OFFICERS

Section 1. CONTRACTS WITH COUNCIL MEMBERS AND OFFICERS. No council member of the Corporation nor any other non-profit public benefit corporation, firm, association, or other entity in which one or more of the Corporation's council members have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding that council member's financial interest in such contract or transaction or regarding such common council membership, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Governance Council prior to the council's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Governance Council by a vote sufficient for that purpose without counting the votes of the interested council members; (c) before authorizing or approving the transaction, the Governance Council considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more

advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more council members or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

ARTICLE X LOANS TO COUNCIL MEMBERS AND OFFICERS

Section 1. LOANS TO COUNCIL MEMBERS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any council member or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a council member or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that council member or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XI INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its council members, 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 Governance Council by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Governance Council 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 Governance Council shall authorize indemnification.

ARTICLE XII 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 officers, council members, employees, and other agents, to cover any liability asserted against or incurred by any officer, council member, employee, or agent in such capacity or arising from the officer's, council member's, employee's, or agent's status as such.

ARTICLE XIII

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 its members, council, and committees of the council; and
- (c) Such reports and records as required by law.

ARTICLE XIV INSPECTION RIGHTS

Section 1. COUNCIL MEMBERS' RIGHT TO INSPECT. Every council member shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the council member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Governance Council, and committees of the Governance Council at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member'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 corporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XV AMENDMENTS TO BYLAWS

Section 1. AMENDMENTS TO BYLAWS. Subject to any provision of law applicable to the amendment of bylaws of non-profit public benefit corporations, these bylaws, or any one of them, may be altered, amended, or repealed and new bylaws adopted by a majority vote of council members present at a duly held meeting at which a quorum is present, unless the bylaw amendment would materially and adversely affect the Corporation or the Charter School, or would be inconsistent with the Charter School's charter, the Corporation's articles of incorporation, or any laws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Alder Grove Charter School, a California non-profit public benefit corporation; that these bylaws, consisting of twelve (12) pages, are the bylaws of this non-profit public benefit corporation as adopted by the Governance Council on ___1/9/2018___; and that these bylaws have not been amended or modified since that date.

Executed on: 01/09/2018, 5/0, M/S, Lyons/Parkhurst, Motion Carried.

Secretary: Vicki Barry
Vicki Barry

Amended: 12/04/2007
05/06/2008
01/09/2018