

Manzanita Charter Middle School Bylaws

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ARTICLE 1 OFFICES

SECTION 1. PRINCIPLE OFFICE

The principle office of the corporation for the transaction of its business is located at:
461 33r Street, Richmond California 94804 in Contra Costa County,

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principle office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principle 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: _____

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

Manzanita Charter Middle School (MCMS) serves 120 students in grades 6-8 and is located at 461 33rd Street in Richmond, CA. MCMS is a small school where parents and teachers work together to create the best possible learning environment for their children. We have been operating since September 2000 and our student demographics are at parity with the district by which we are authorized.

Vision Statement

Manzanita Charter Middle School prepares students academically and socially to be well-rounded individuals who contribute positively to themselves, their families, the community, and our world.

Mission Statement

Manzanita Charter Middle School (MCMS) places a strong emphasis on an academic curriculum, taught within a secure and safe community in which all students belong and feel that they are "part of a family"

Targeted Student Population

Manzanita Charter Middle School (MCMS) serves sixth, seventh, and eighth-grade students and targets its recruitment to ensure that its student population reflects the many racial, ethnic, and economic groups that reside in the district where the school is located.

ARTICLE 3 MEMBERS

SECTION 1. QUALIFICATIONS OF MEMBERS

Each family with a child or children properly enrolled in Manzanita School shall have one membership in the corporation. A student is properly enrolled when there is an enrollment packet 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 enrollment packet. In the case where there are two custodial parents or guardians who have signed the enrollment packet, the membership shall be held and exercised jointly by the custodial parents or guardians. Such membership shall continue from year to year during the time the family's child is properly enrolled in the school. If the student leaves Manzanita School and enrolls at another school their membership shall be terminated. Any persons may be elected by the members of the school to serve as Officers or Directors of the school, regardless of that person's membership status.

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 an enrollment packet for the term of the contract.

SECTION 3. POWERS

The powers of the membership shall include:

- (a) Election and/or removal of Officers and Directors;
- (b) Through participation on an official school personnel committee shall make recommendations to the Board regarding hiring of teachers, specialty teachers, and administrative staff.
- (c) Approval of revisions in the Bylaws of the corporations; and
- (d) Approval of revisions in the Articles of Incorporation.

SECTION 4. DUTIES

All members shall perform such duties and obligations as stated in the Family Agreement.

SECTION 5. 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 principle 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 6. NONLIABILITY OF MEMBERS

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

SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS

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

SECTION 8. TERMINATION OF MEMBERSHIP

Membership shall normally terminate on the date that is the expiration of the Family Agreement.

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 Family Agreement; 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 for such action, 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 9. RIGHTS ON TERMINATION OF MEMBERSHIP

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

SECTION 10. 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 principle office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. REGULAR AND ANNUAL MEETINGS

The members shall hold a regular meeting as stated in the school calendar. The June 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 (3) days prior to the meeting at the front entrance of the school..

(b) Special Meetings: Notice of special meetings of members shall be made one (1) day prior to the meeting during the regular school term by posting the agenda at the front entrance of the school..

(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 posted on the school bulletin board at least three (3) days prior to consideration of the proposal and/or sent home in the Manzy Pack:

- (1) Filling of vacancies on the Board by members;
- (2) Amending the Articles of Incorporation;
- (3) Amending the Bylaws; and
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of fifty percent (50%) 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 (1) vote on each matter submitted to a vote of the members regardless of the number of children in the school. 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 either the Board Chair or 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 April 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 three (3) weeks 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) 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.

(c) At least one (1) 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 June 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 Section 10(b).

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The corporation shall have at least five (5), but not to exceed nine (9) directors, consisting of three (3) officers (as detailed in Article 7), and collectively they shall be known as the Manzanita Board of Directors.

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) Approve the recommendations of the Hiring Committee in regard to the hiring of employees and the 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 60 days without Board approval.
- (b) Remove a Director for conduct materially and seriously prejudicial to the interests or purposes of the corporation. Board members can be removed from the Board for actions that are detrimental to the board and school. Examples include, but are not limited to: Board members that fail to perform their duties, fail to attend Board meetings, do not have the mission of the school as a priority in their capacity on the Board of Directors, do not maintain confidentiality, etc.
- (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 are not be limited to: personnel matters and confidential information regarding community members. Decisions taken as the result of such a meeting shall be made known in an open session, with minutes taken as specified in Article 12, Section 1.a. 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, the Board Operations Policy 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 the Executive Director; and
- (d) Meet at such times and places as required by these Bylaws

SECTION 4. TERMS OF OFFICE

Each director shall hold office from July 1 until June 30 of the following year. Newly elected board members shall attend the June Board of Director meetings, without the ability to vote, in order to assure an appropriate transition of directors.

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-in-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 of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority vote of the Board of Directors. Any director failing to attend three consecutive meetings without providing notice for absence may be removed. 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 June 30 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.

SECTION 10. INSURANCE FOR CORPORATE AGENTS

The Board of Directors 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.

ARTICLE 6 MEETINGS OF DIRECTORS

SECTION 1. PLACE OF MEETINGS

Meetings shall be held at the principle office of the corporation unless otherwise specified by the Board.

SECTION 2. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held 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 Fiscal Manager, the Secretary, or by any three 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 principle office of the corporation.

SECTION 4. NOTICE OF MEETINGS

The intention is to inform and keep transparent the discussions and actions of the Board.

(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 at least three (3) days prior to the meeting at the front entrance of the school.

(b) Special Meetings. Notice of special meetings of the Board of Directors shall be posted at least one (1) to three (3) days prior to the meeting in the form of an agenda for the meeting posted at the front entrance of the school..

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of fifty percent (50%) 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 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 6. 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 relevant 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 7. 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 other controlling laws.

SECTION 8. CONFIDENTIALITY

No Board member, staff member or invitee may disclose information from closed session without the authorization of the Board. All parties must agree to absolute confidentiality about all discussion, information and opinions. Confidentiality cannot be breached. Such a breach is grounds for dismissal from Board.

SECTION 9. CONFLICT OF INTEREST CODE

Individuals holding designated positions shall file statements of economic interests with the Agency, which will make the statements available for public inspection and reproduction. (Gov. Code Sec. 81008.) Upon receipt of the statements of members of the board and the Executive Director, the agency shall make and retain a copy and forward the originals of these statements to the Fair Political Practices Commission. All other statements will be retained by the Agency.

Designated Positions

- Members of the Manzanita Board of Directors
- Executive Director
- School Systems Administrator

The Conflict of Interest Policy is maintained as part of the Board Operations Policy.

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 Executive Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the membership, and each officer shall hold office until the term ends, 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 Board Operations Policy, 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 be authorized by the membership or the Board of Directors.

SECTION 4. DUTIES OF SECRETARY

The Secretary shall certify and keep at the principle 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 principle 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. He or she shall provide minutes of the meetings of the Board of Directors at all reasonable times to any director of the corporation upon request. 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 Board Operations Policy, 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 of, the Board Chair. The Fiscal Manager shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of this corporation. The Fiscal Manager shall receive or cause the deposits of all monies and other valuables belonging to this corporation and shall disburse the same only in such manner as the Board deems appropriate. Officers of this corporation may from time to time determine and shall render to the chief executive officer and the Board, whenever they request it, an account of all financial transactions and of the financial conditions of the corporation. The Fiscal Manager shall have all of the powers and perform all of the duties incident to the office of Fiscal Manager, and shall have such further powers and shall perform such further duties as may be prescribed by the Board. In general, the Fiscal Manager shall oversee 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 Board Operations Policy, or which may be assigned to him or her from time to time by the membership or the Board of Directors.

ARTICLE 8 COMMITTEES

Committees and related duties shall be as stated in the Board Operations Policy. The full Board acts as the school's Audit Committee.

ARTICLE 9 TEACHERS AND CURRICULUM

SECTION 1. DUTIES OF TEACHERS

The duties of the teachers shall be as stated in the Employment Agreement

SECTION 2. CURRICULUM

Classroom curriculum shall be consistent with the school charter, which is compliant with state and federal requirements.

ARTICLE 10 BOARD OPERATIONS POLICY, STUDENT/ FAMILY HANDBOOK, FAMILY AGREEMENT, EMPLOYMENT CONTRACT, BULLETIN BOARD, AND ANNUAL CALENDAR

SECTION 1. BOARD OPERATIONS POLICY

A Board Operations Policy shall be maintained. The policy shall describe the responsibilities of the Board. The policy shall be kept up-to-date, and changes shall be approved by the Board of Directors.

SECTION 2. STUDENT/FAMILY HANDBOOK

There shall be maintained a Student/Family Handbook. The Handbook shall serve as a source of information as to how the school operates and the general rights and responsibilities of the students and members. The office staff shall keep the Handbook updated and shall revise the Handbook annually. The Board of Directors shall approve all policy and other changes in the Handbook.

SECTION 3. FAMILY AGREEMENT

The Family Agreement shall outline the rights and responsibilities of each member in the corporation. Any updates or changes to the Agreement shall be approved by the Board of Directors.

SECTION 4. EMPLOYMENT AGREEMENT

The Employment Agreement shall outline employment responsibilities. The Employment Agreement, including school hours, shall be updated annually and if any material changes are made, these shall be approved by the Board of Directors.

SECTION 5. SCHOOL BULLETIN BOARD

A bulletin board shall be maintained in the school in an easy to access public area of the school. The intention is to keep members informed of Manzanita School related information, discussions and actions. The bulletin board shall be used to post notices/agendas of meetings, nomination lists, and other corporation communications. The location of the bulletin board shall be 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 Board of Directors.

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 require two signatures for an amount exceeding One Thousand Dollars (\$1,000). Authorized signators are the Board Chair of the corporation, the Board Secretary, Executive Director, or any other person designated by the Board of Directors.

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 AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principle 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. 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 3. MEMBERS INSPECTION RIGHTS

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

(a) To inspect 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 persons interests as a member.

SECTION 4. 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 to Officers, Directors, agents, and employees.

- Immunization records
- Student records
- Individual member participation records
- Closed Board of Directors meeting minutes
- Executive Committee meeting minutes in the matter of grievance procedures
- Employee files
- Liaison files
- Grievance Procedure files.

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. Requests for inspection must be made in writing.

SECTION 7. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than sixty (60) days after the receipt of the audited financial statements 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 principle 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 sixty (60) days after the receipt of the audited financial statements 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 Board of Directors 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 five (5) years.

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 a majority of the members of this corporation who are present at the time of the vote.

We, the undersigned, do hereby certify:

Board Chair	Date
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Fiscal Manager	Date
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Board Secretary	Date
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