

**BYLAWS OF
GOLDEN VALLEY SCHOOLS FOR EDUCATIONAL RENEWAL
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Golden Valley Schools for Educational Renewal (“Charter School” or “GVCS”).

**ARTICLE
II
PRINCIPAL OFFICE OF THE
CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 9601 Lake Natoma Drive, Orangevale, State of California. The Board of Trustees 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 CORPORATION. The Board of Trustees 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. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person. The title of “Trustee” shall refer to the same designation as a “Director”, pursuant to the California Corporations Code (§7210).

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes. 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 Trustee or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI CORPORATIONS WITHOUT MEMBERS

Section 1. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation’s Board of Trustees may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Trustees finds appropriate.

ARTICLE VII BOARD OF TRUSTEES

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

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Trustees shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Trustees, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Section 3. DESIGNATED TRUSTEES AND TERMS. The number of Trustees shall be no less than seven (7) and no more than thirteen (13), unless changed by amendments to these bylaws. The board composition shall include: up to seven (7) parent members (or six parents and one community member), and up to four (4) staff members. All trustees shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Board of Trustees, the Corporation may appoint an additional director to ensure an odd number of Board members. All Trustees shall be designated by the existing Board of Trustees. All Trustees are to be designated at the corporation's annual meeting of the Board of Trustees.

Section 3.1 TERMS

Each Director shall hold office for 2 years and until a successor director has been designated and qualified.

Section 4. ROLE OF BOARD. The responsibility for governance encompasses all operations of the school and includes, but is not limited to, the following: Budget; Site; Personnel; Policies and Procedures; Assessment and Accountability. The Board's responsibilities include, but are not limited to the following:

- a. Annually review strategic plan, which includes short-term and long-term goals.
- b. Approve an annual budget.
- c. Receive and act upon reports and recommendations made by the Executive

- Director.
- d. Approve the annual school calendar, minutes of Board meetings, policies, procedures, salary schedules and any major contracts.
 - e. Approve site decisions, Facility Use Agreements and Memoranda of Understanding
 - f. Review student performance annually.
 - g. Hire and evaluate Principal(s) and Executive Director.
 - h. Hire/dismiss employees upon recommendation of the Executive Director Principal(s) and/or Hiring Committee.
 - i. Renew contracts of Faculty, Business Manager, Principal(s) and Executive Director.

Section 5. RESTRICTION ON INTERESTED PERSONS AS TRUSTEES. No more than 49 percent of the persons serving on the Board of Trustees may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee; 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 corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 6. ELIGIBILITY GUIDELINES.

- a. Parent Candidate is a parent, grandparent or guardian, of a child who has been enrolled in a school operated by the Corporation for the most recent entire school year or more.
- b. Parent candidate has a child currently enrolled in a school operated by the Corporation.
- c. Parent Candidate has been active with the school in some way (e.g.: in the classroom, with festivals, in the office, serving on the Foundation, or serving on a school committee or board).
- d. Parent and Community Candidates must have attended at least 3 complete Board meetings during the current school year as an objective observer and participant to learn about the work of the Board.
- e. Faculty Candidate has taught at a school operated by the Corporation for one year or more and be an active member of the Faculty Council.
- f. All Candidates must be willing to support the Charter and the leadership of the school. This includes attending monthly or bi-monthly Board meetings, serving in officer or committee positions and completing assignments to be done between meetings.
- g. More than one parent/guardian/grandparent from the same family cannot serve on the Board at the same time.

- h. A Community Candidate may be an adult individual without any child enrolled in a school operated by the Corporation. Community Candidates may submit petition to the Board for appointment. Appoint of a Community Candidate is at the discretion of the Board.

Section 7. APPOINTMENTS OF FACULTY TRUSTEES. Faculty will meet at the end of the school year to nominate four (4) representatives to serve on the Board. The Board will appoint Faculty Trustees based on Faculty nominations.

Section 8. NO USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for Trustee than can be elected, no corporation funds may be expended.

Section 9. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Trustees shall occur in the event of (a) the death, resignation, or removal of any Trustee; (b) the declaration by resolution of the Board of Trustees of a vacancy in the office of a Trustee who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of Trustees; or (d) the failure of the members, at any meeting of members at which any Trustee or Trustees are to be elected, to elect the number of Trustees required to be elected at such meeting; (e) termination of employment with the Charter School; the failure of a parent member to have a child attending a school operated by the Corporation.

Section 10. RESIGNATION OF TRUSTEES. Except as provided below, any Trustee may resign by giving written notice to the Chair of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Board of Trustees may elect a successor to take office as of the date when the resignation becomes effective.

Section 11. TRUSTEE MAY NOT RESIGN IF NO TRUSTEE REMAINS. Except on notice to the California Attorney General, no Trustee may resign if the corporation would be left without a duly elected Trustee or Trustees.

Section 12. REMOVAL OF TRUSTEES. Any Trustee may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950, *et seq.*, as said chapter may be modified by subsequent legislation) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a Trustee shall be filled as provided in Section 15.

Section 13. VACANCIES FILLED BY BOARD. Vacancies on the Board of Trustees may be filled by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by (a) the affirmative vote of a majority of the trustees then in office at a regular or special

meeting of the Board, or (b) a sole remaining trustee. The newly appointed Trustee, parent or Faculty, will serve for the remainder of the original term, and, as with any Trustee, will have the option of s seeking re- appointment.

Section 14. NO VACANCY ON REDUCTION OF NUMBER OF TRUSTEES. Any reduction of the authorized number of Trustees shall not result in any Trustees being removed before his or her term of office expires.

Section 15. PLACE OF BOARD OF TRUSTEES MEETINGS. Meetings shall be held at the principal office of the Corporation or a designated school operated by the Corporation. The Board of Trustees may designate that a meeting be held at any place within California that has been designated by resolution of the Board of Trustees or in the notice of the meeting. All meetings of the Board of Trustees shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 16. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Trustees and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act.

The Board of Trustees shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the Board of Trustees.

Section 17. REGULAR MEETINGS. Regular meetings of the Board of Trustees, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Trustees. At least 72 hours before a regular meeting, the Board of Trustees, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 18. SPECIAL MEETINGS. Special meetings of the Board of Trustees for any purpose may be called at any time by the Chair of the Board of Trustees, if there is such an officer, or a majority of the Board of Trustees. If a Chair of the Board has not been elected then the President is authorized to call a special meeting in place of the Chair of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 19. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Trustees may be held only after twenty-four (24) hours notice is given to each Trustee and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Trustees shall adhere to the following notice requirements for special meetings:

- a. Any such notice shall be addressed or delivered to each Trustee at the Trustee's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Trustee for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Trustees are regularly held.

- b. Notice by mail shall be deemed received five business days after a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 20. QUORUM. A majority of the Trustees then in office shall constitute a quorum. All acts or decisions of the Board of Trustees will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the Trustees present at any meeting, the meeting shall be adjourned. Trustees may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

Section 21. TELECONFERENCE MEETINGS. Members of the Board of Trustees may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Trustees shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Trustees elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Trustees participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Trustees directly at each teleconference location; and

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

- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 22. ADJOURNMENT. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board of Trustees meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the Trustees who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 23. COMPENSATION AND REIMBURSEMENT. Trustees may not receive compensation for their services as Trustees or officers, only such reimbursement of expenses, as the Board of Trustees may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 24. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Trustees then in office, may create one or more committees, each consisting of two or more Trustees and any number of non-Trustees, as established by the Board, to serve at the pleasure of the Board. Appointments to committees of the Board of Trustees shall be by majority vote of the authorized number of Trustees. The Board of Trustees may appoint one or more Trustees as alternate members of any such committee, who may replace any absent member at any meeting. The Chair of the Board shall be an ex-officio member of any committee. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Trustees' resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board of Trustees or any committee of the Board;
- c. Fix compensation of the Trustees for serving on the Board of Trustees or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Trustees that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board of Trustees or appoint the members of committees of the Board;

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

- g. Expend corporate funds to support a nominee for Trustee if more people have been nominated for Trustee than can be elected; or
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its Trustees has a material financial interest.

Section 25. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Trustees shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Trustees' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Trustees' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Trustees may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Trustees has not adopted rules, the committee may do so.

Section 26. NON-LIABILITY OF TRUSTEES. No Trustee shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 27. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Trustees 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 this corporation shall be a President (“Executive Director”), a Secretary, and a Chief Financial Officer (“Business Manager”). The corporation, shall also have a Chair of the Board, a Vice-Chair of the Board, and may have one or more Vice-Presidents, one or more assistant secretaries; a treasurer, one or more assistant treasurers, and such other officers as may be appointed under Article VIII, Section 4, of these bylaws. The officers in addition to the corporate duties set forth in this Article VIII shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Vice-Chair of the Board, Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the Board.

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

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Trustees may appoint and authorize the Chair of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Trustees may remove any officer with or without cause. An officer who was not chosen by the Board of Trustees may be removed by any other officer on whom the Board of Trustees confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. 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 8. CHAIR OF THE BOARD. When a Chair of the Board of Trustees is elected, he or she shall preside at the Board of Trustees’ meetings and shall exercise and perform such other powers and duties as the Board of Trustees may assign from time to time. If there is no President, the Chair of the Board of Trustees shall also be the chief executive officer and shall have the powers

and duties of the President of the corporation set forth in these bylaws. When a Chair of the Board of Trustees is elected, there shall also be a Vice-Chair of the Board of Trustees. In the absence of the Chair, the Vice-Chair shall preside at Board of Trustees meetings and shall exercise and perform such other powers and duties as the Board of Trustees may assign from time to time.

Section 9. **PRESIDENT.** The President, also known as the Executive Director, shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall facilitate at all Board of Trustees' meetings. The President shall have such other powers and duties as the Board of Trustees or the bylaws may require.

Section 10. **VICE-PRESIDENTS.** If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, 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-Presidents shall have such other powers and perform such other duties as the Board of Trustees or the bylaws may require.

Section 11. **SECRETARY.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Trustees may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the Trustees present at Board of Trustees and committee meetings; and the vote or abstention of each board member present for each action taken.

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

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

Section 12. **CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to Trustees such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Trustees may designate; (b) disburse the corporation's funds as the Board of Trustees may order; (c) render to the President, Chair of the Board, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (d)

have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Trustees for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

**ARTICLE
IX
ROLE, CONDUCT, AND DUTIES OF A
TRUSTEE**

Section 1. **ROLE OF A TRUSTEE.** Board members serve as trustees of the Corporation, entrusted with helping to guide the Corporation and its future. Trustees participate in the group process to make decisions and take actions based on what is best for the Corporation as a whole, in keeping with our vision, mission and charters, and not based on a personal agenda.

Section 2. **FIDUCIARY RESPONSIBILITIES.**

- a. Duty of Care: Each Trustee shall perform their duties, including duties as a member of any committee, in good faith, with candid actions and active participation, including asking questions to help make informed decisions. Trustees shall act the way a reasonably prudent person would in a like position and under similar circumstances.
- b. Duty of Loyalty: Trustees shall place the Corporation's interests over any other organization's interests or personal interests.
- c. Duty of Obedience: Once the board's decisions or actions are final, each Trustee shall support and implement the decisions; and shall not undermine them, publicly or privately.

Section 3. **CODE OF CONDUCT.** All Trustees agree to abide by the following:

- a. Trustees will practice and maintain a respectful, courteous attitude in all interactions with other Trustees and guests, both verbally and non-verbally.
- b. Trustees will take turns speaking with show of hands, will focus on the speaker, and will avoid side conversations.
- c. No Trustees will speak for, or in the name of, the Board unless by explicit direction of the Board (Board Chair and Principal have this explicit direction, by virtue of their positions).
- d. When a Board decision has been reached, all Board members, including those who may have voted against the decision, will support that decision until it is amended or rescinded by the Board.

- e. Confidentiality on matters regarding personnel, student and family information, site negotiations and other areas is critical. Such confidentiality is both a legal requirement and an ethical necessity. Trustees will be trained in the importance of confidentiality and will sign the Board of Trustees Oath of Office. Board members must use discretion in all communications. If confidentiality is violated, the member may be removed from the Board.

Section 4. DUTIES OF A TRUSTEE. The duties of a Trustee include, but are not limited to, the following:

- a. Abide by the bylaws.
- b. Attend Board meetings on a regular basis.
- c. Participate in Board meetings.
- d. Faculty Trustees relay information to and from Faculty via Faculty Chairs or reports at meetings.
- e. Accept at least one committee assignment and/or serve in an officer position and serve actively.
- f. Prepare for meetings by reading all relevant material provided in advance.

ARTICLE X CONTRACTS WITH TRUSTEES

Section 1. CONTRACTS WITH TRUSTEES. The Corporation shall not enter into a contract or transaction in which a Trustee directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Trustees are Trustees have a material financial interest) unless all of the following apply:

- a. The Trustee with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board of Trustees meeting minutes.
- b. The Trustee with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested Trustee who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board of Trustees by a vote sufficient for that purpose.

- d. Before authorizing or approving the transaction, the Board of Trustees 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.
- e. 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 this 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 Trustees or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**ARTICLE
XI
CONTRACTS WITH NON-TRUSTEE DESIGNATED
EMPLOYEES**

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

**ARTICLE
XII
LOANS TO TRUSTEES AND
OFFICERS**

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

**ARTICLE XIII
INDEMNIFICATION**

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its Trustees, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

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

**ARTICLE XIV
INSURANCE**

Section 1. INSURANCE. This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Trustees, officers, employees, and other agents, to cover any liability asserted against or incurred by any Trustee, officer, employee, or agent in such capacity or arising from the Trustee’s, officer’s, employee’s, or agent’s status as such.

**ARTICLE XV MAINTENANCE OF
CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XVI INSPECTION RIGHTS

Section 1. **TRUSTEES' RIGHT TO INSPECT.** Every Trustee 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 Trustee'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 Trustee may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Trustees and committees of the Board of Trustees at any reasonable time for a purpose reasonably related to the Trustee's interest as a Trustee. Any such inspection and copying may be made in person or by the Trustee'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.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Trustees 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 Trustee, furnish to that Trustee a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVII REQUIRED REPORTS

Section 1. **ANNUAL REPORTS.** The Board of Trustees shall cause an annual report to be sent to itself (the members of the Board of Trustees) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and

- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

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

**ARTICLE XVI
BYLAW
AMENDMENTS**

Section 1. **BYLAW AMENDMENTS.** The Board of Trustees may adopt, amend or repeal any of these Bylaws by a majority of the Trustees present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the charter schools operated by the Corporation or make any provisions of these Bylaws inconsistent with the charters of those schools, the Corporation's Articles of Incorporation, or any laws.

**ARTICLE
XVII FISCAL
YEAR**

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

**CERTIFICATE OF
SECRETARY**

I certify that I am the duly elected and acting Secretary of the Golden Valley Schools for Educational Renewal, a California nonprofit public benefit corporation; that these bylaws, consisting of 19 pages, inclusive of this certification, are the bylaws of this corporation as amended by the Board of Trustees on; and that these bylaws have not been amended or modified since that date.

Executed on March 11, 2015 at Orangevale, California.

Secretary of the Board of Trustees