

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 hereinafter referred to as “AGCS”.

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 non-profit public benefit corporation will be located in Humboldt County. 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 non-profit public benefit corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this non-profit public benefit corporation is to manage, operate, guide, direct and promote the Alder Grove Charter School (a California public charter school). Also in the context of these purposes, the non-profit public benefit 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 non-profit public benefit corporation.

The non-profit public benefit 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 non-profit public benefit corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and

the non-profit public benefit 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 Members. This term as used in these by laws is parallel to the term Board of Directors in the California Non-Profit Public Benefit Corporations Code.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This non-profit public benefit 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 non-profit public benefit 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 non-profit public benefit corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the non-profit public benefit corporation shall be distributed to a non-profit fund, foundation, or non-profit public benefit 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 NON-PROFIT PUBLIC BENEFIT CORPORATIONS WITHOUT MEMBERS

Section 1. NON-PROFIT PUBLIC BENEFIT CORPORATIONS WITHOUT MEMBERS. This non-profit public benefit corporation shall have no voting members within the meaning of the Non-Profit Public Benefit Corporation Law. The non-profit public benefit 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 STRUCTURE

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 non-profit public benefit corporation or bylaws, the non-profit public benefit corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Governance Council ("council"). The council may delegate the management of the non-profit public benefit corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the non-profit public benefit 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 these bylaws, 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 charter.
- Personnel:
 - Hire/fire/evaluate 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 teacher and parent community, the Governance Council will delineate roles and responsibilities of the Leadership Team.

Section 3. DESIGNATED COUNCIL MEMBERS AND TERMS. The Governance Council shall consist of 5 to 9 voting council members which exact number shall be established at the annual meeting, unless changed by amendment to these bylaws. The membership, voting rights, term etc. of the Governance Council members shall be delineated with the following criteria:

- First year appointed by the developers for one, two or three year terms so that all council members' terms do not end at once.
- The original terms will be decided by random selection at the first scheduled meeting of the council.

- Second and subsequent years council elected for three year terms by:
 Staff members.
 Parents with children enrolled in the Charter School.

Section 4. Section 4. COMMUNICATION POSITIONS WITH THE COUNCIL:
 There shall be up to five non-voting communication positions to facilitate the flow of communication related to the management of the school and its educational mission. The school Director shall serve as the school’s chief operating officer with the Council. A member of the Leadership Team will fill one communication position if they choose to appoint one. The South Bay Union School District will designate a representative to the remaining communication position if they choose to appoint one. An additional position may be filled by a high school student as recommended by staff. The additional communication position will be filled by a member of the teaching staff as selected by the entire teaching staff.

Section 5. 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. After the initial appointment, each council member shall hold office for 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 director at least 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 non-profit public benefit corporation funds may be expended to support a nominee.

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 Director. (b) Each family unit with student(s) enrolled is entitled to one vote. Each 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 or resignation 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 non-profit public benefit corporation would be left without a duly elected council member or council members.

Section 13. **VACANCIES FILLED BY COUNCIL.** Vacancies on the Governance Council at a time other than the regularly scheduled election 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 (1) the unanimous consent of the council members then in office, (2) the affirmative vote of a majority of the council members then in office at a meeting held according to notice or waivers of notice complying with Non-Profit Public Benefit Corporations Code Section 5211, or (3) 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, a special meeting of the members shall be called to follow the procedure as set forth in Section 9.

Section 14. **NO VACANCY ON REDUCTION OF NUMBER OF COUNCIL MEMBERS.** Any reduction of the authorized number of council members shall not result in any council member's being removed before his or her term of office expires.

Section 15. **PLACE OF GOVERNANCE COUNCIL MEETINGS.** Meetings shall be held at the principal office of the non-profit public benefit corporation. The Governance Council may 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 California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 16. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT.

This council will hold no meetings by telephone or other telecommunications equipment.

Section 17. 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. 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. The council may hold regular, special and emergency meetings. 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 California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 18. AUTHORITY TO CALL SPECIAL MEETINGS. Special and 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 19. NOTICE OF SPECIAL OR EMERGENCY MEETINGS. Notice of the time and place of special or emergency meetings shall be given to each council member 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) telegram; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the council member's address or telephone number as shown on the non-profit public benefit corporation's records and shall be sent with at least such notice as is required in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation which are applicable to the type of meeting called.

Notice of the time and place of special or emergency meetings shall be given to all media who have provided written notice to the Alder Grove Charter School.

The notice shall state the time of the meeting and the place, if the place is other than the non-profit public benefit 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 California Government Code Sections 54950, et seq., as said chapter may be modified by

subsequent legislation.

Section 20. QUORUM. A majority of the authorized number of council members 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 21. ADJOURNMENT. A majority of the council members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 22. Article VII
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 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 23. 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, to serve at the pleasure of the council. Committees may be structured so that they report to the Governance Council. Appointments to committees of the Governance Council shall be by majority vote of the authorized number of council members. 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 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 Non-Profit Public Benefit Corporations Code section 5233(d)(3).

Section 24. 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 25. NON-LIABILITY OF COUNCIL MEMBERS. No Council member shall be personally liable for the debts, liabilities, or other obligations of this non-profit public benefit corporation.

Section 26. 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 NON-PROFIT PUBLIC BENEFIT CORPORATION

Section 1. OFFICES HELD. The officers of this non-profit public benefit corporation shall be 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 this non-profit public benefit 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.

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.

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 of the non-profit public benefit 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 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 non-profit public benefit 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 articles of non-profit public benefit corporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of members, of the

council, and of committees of the Governance Council 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 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 non-profit public benefit corporation's properties and transactions. The treasurer shall send or cause to be given to the members and 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 money and other valuables in the name and to the credit of the non-profit public benefit corporation with such depositories as the Governance Council may designate; (ii) disburse the non-profit public benefit corporation's funds as the Governance Council may order; (iii) render to the president, president of the council, if any, and the council, when requested, an account of all transactions as treasurer and of the financial condition of the non-profit public benefit 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 non-profit public benefit 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 non-profit public benefit 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 this non-profit public benefit corporation nor any other non-profit public benefit corporation, firm, association, or other entity in which one or more of this non-profit public benefit 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 non-profit public benefit corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the non-profit public benefit corporation for its own benefit enters into the transaction, which is fair and reasonable to the non-profit public benefit 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 non-profit public benefit corporation if it (a) is approved or authorized by the non-profit public benefit 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 this non-profit public benefit corporation.

ARTICLE X LOANS TO COUNCIL MEMBERS AND OFFICERS

Section 1. LOANS TO COUNCIL MEMBERS AND OFFICERS. This non-profit public benefit 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 non-profit public benefit corporation may advance money to a council member or officer of the non-profit public benefit 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 non-profit public benefit corporation.

ARTICLE XI INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this non-profit public benefit corporation shall indemnify its council members, officers, employees, and other persons described in Non-Profit Public Benefit 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 non-profit public benefit 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 Non-Profit Public Benefit Corporations Code.

On written request to the Governance Council by any person seeking indemnification under Non-Profit Public Benefit Corporations Code section 5238(b) or section 5238(c) the Governance Council shall promptly decide under Non-Profit Public Benefit Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Non-Profit Public Benefit 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. This non-profit public benefit 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. This non-profit public benefit 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 non-profit public benefit 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 of the non-profit public benefit 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 non-profit public benefit corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This non-profit public benefit 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 non-profit public benefit 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 corporation and bylaws, as amended to the current date.

ARTICLE XV
AMMENDMENTS TO BY LAWS

Section 1. 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 unless the bylaw amendment would materially and adversely affect the non-profit public benefit corporation or Alder Grove Charter School.

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 13 pages, are the bylaws of this non-profit public benefit corporation as adopted by the Governance Council on _____; and that these bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

_____, Secretary

Amended: 12/04/07
05/06/08