

**BYLAWS
OF
GRANADA HILLS CHARTER**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Granada Hills Charter.

**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 the Granada Hills Charter campus located at 10535 Zelzah Avenue, in the city of Granada Hills, in the State of California. The Governing Board 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 Governing Board 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 Granada Hills Charter ("GHC") a California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a 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.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the GHC Charter Petition. 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 Board Member or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or association that is organized and operated exclusively for educational, public or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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.

ARTICLE VII GOVERNING BOARD

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 Governing Board (“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 Governing Board shall have the power to:

- a. Appoint and remove, at the pleasure of the Governing Board, subject to any applicable collective bargaining agreements, 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 within LAUSD’s geographic boundaries; 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.

- 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.

Section 3. GOVERNING BOARD MEMBER QUALIFICATIONS

Composition of the Governing Board

The Governing Board shall consist of a minimum of seven (7) and no more than nine (9) Members:

- five (5) to seven (7) at large/community members
- one (1) parent/guardian
- one (1) retired GHC teacher
- at the option of the District, one (1) representative selected by the District

If the District designates a representative to serve on the Governing Board, the Governing Board may appoint an additional director to ensure an odd number of Board members.

Qualifications

Parent/Guardian Representative

- Must be parent/guardian of a currently enrolled GHC student
- Must have direct familiarity with GHC and its history, and support the School's goals, mission and vision.
- Must have expertise in fields such as law, real estate, fundraising, finance and business, etc., that are relevant to education
- Must not be an employee of GHC

Retired Teacher Representative

- Must have direct familiarity with GHC and its history, and support the School's goals, mission and vision.
- Must not be an employee of GHC
- Must have been employed at GHC

At Large Representative

- Must not be an employee of GHC
- Must have direct familiarity with GHC and its history, and support the School's goals, mission and vision. (This may include former parents, students, employees)
- Former educator with direct familiarity with GHC, its history and goals

- Have expertise in fields such as law, banking, fundraising, business etc., that are relevant to education and the Charter School.

(Persons serving as Board members do not necessarily have to reside within the GHC attendance boundaries. Current parents may be considered for an At Large Member position.)

Section 4. RESTRICTION ON INTERESTED PERSONS AS BOARD MEMBERS.

No person serving on the Governing Board may be an interested person. An interested person is any person currently compensated by the corporation for services rendered, whether as a full-time or part-time employee, independent contractor, or otherwise. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. BOARD MEMBER TERMS.

- Each Board Member shall serve a term of two years.
- There are to be no term limits (number of consecutive times a member may be considered for selection for the Board).
- Governing Board terms will commence January 1st and end December 31st.

Section 6. BOARD MEMBER SELECTION.

Of Retired Teacher, At Large Members, and Parent/Guardian Members:

The Governing Board shall appoint an Ad Hoc committee composed of GHC stakeholders that shall be charged with the following:

- In September-October solicit nominations of qualified candidates, instruct interested nominees to submit a statement of candidacy (resume consisting of experience, qualifications, interest, and understanding of GHC, its history, goals, etc.) by an October-November deadline.
- In October-November, the committee will meet to review candidate's statements, interview candidates if necessary, and make a recommendation to the Board.
- By the December Board meeting, Board Members will select and approve by a majority vote, new or continuing Board members.
- In the event the a seat is unfilled, the Board may appoint a person who qualifies as an At Large Representative to fill the seat until an eligible and qualified candidate can be selected per the aforementioned process.

Section 7. REMOVAL OF BOARD MEMBERS.

Any Board Member, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by a majority vote of the Members of the entire Governing Board 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) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a Board designated Board Member shall be filled as provided in Section 8. The representative appointed by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer.

If concerns regarding a parent, at large or retired teacher member of the Board are expressed to the Board Chair, then it is the responsibility of the Chair to consider the validity of these concerns and decide whether a removal vote is appropriate.

Section 8. RESIGNATION OF BOARD MEMBERS. If a Board Member wishes to resign, he or she will submit a letter of resignation to the Chair of the Governing 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 Board Member's resignation is effective at a later time, a successor may be selected by the Board to take office as of the date when the resignation becomes effective. This director shall serve until the approved screening and selection process in Section 6 of this Article has taken place.

Section 9. BOARD MEMBER MAY NOT RESIGN IF NO BOARD MEMBER REMAINS. Except on notice to the California Attorney General, no Board Member may resign if the corporation would be left without a duly elected Board Member or Board Members.

Section 10. PLACE OF GOVERNING BOARD MEETINGS. Meetings shall be held at least six times per year at the principal office of the Corporation (10535 Zelzah Avenue, Granada Hills, California ("Zelzah Campus") or 17081 Devonshire Boulevard, Northridge, California ("Devonshire Campus"). All meetings of the Governing Board shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 11. MEETINGS; ANNUAL MEETINGS. All meetings of the Governing Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act.

The Governing Board 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 the Governing Board in accordance with the Brown Act.

Section 12. REGULAR MEETINGS. Regular meetings of the Governing Board shall be held at such times and places as may from time to time be fixed by the Governing Board. The meeting calendar for the Governing Board is prepared by the Board Chair and the Executive Director and approved by the Governing Board by December for the following calendar year. At least 72 hours before a regular meeting, the Governing Board, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

The Board will attempt to achieve consensus in the determination of school-wide policy. When consensus cannot be reached, decisions will be determined by vote, with the will of the majority prevailing.

Section 13 SPECIAL MEETINGS. Special meetings of the Governing Board for any purpose may be called at any time by the Chair of the Governing Board, or a majority of the Governing Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 14. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Governing Board may be held only after twenty-four (24) hours' notice is given to each Board Member and to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours' notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each Board Member at the Board Member's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Board Member 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 Governing Board are regularly held.
- b. Notice by mail shall be deemed received at the time 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 delivered to a common carrier for transmission, 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 15. EMERGENCY MEETINGS. When a majority of the Governing Board determines that an emergency situation exists, it may call an emergency meeting. An emergency is defined as a crippling activity, work stoppage or other activity which severely impairs public health, safety or both.

Section 16. QUORUM. A majority of the Board Members then in office shall constitute a quorum. All acts or decisions of the Board Members will be by majority vote of the members in attendance, based upon the presence of a quorum. Should there be less than a majority of the Board Members present at any meeting, the meeting shall be adjourned. Board Members may not vote by proxy. The vote or abstention of each Board Member present for each action taken shall be publicly reported.

Section 17. TELECONFERENCE MEETINGS. Members of the Governing Board 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 Governing Board shall participate in the teleconference meeting from locations within the boundaries of the granting agency in which the Corporation operates.
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Governing Board 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 Governing Board participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- 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 Governing Board directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 18. ADJOURNMENT. A majority of the Board Members present, whether or not a quorum is present, may adjourn any Governing Board meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, 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 Board Members 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 19. COMPENSATION AND REIMBURSEMENT. Governing Board Members will not receive compensation for their services as Board Members or officers. They may be reimbursed for any necessary Governing Board expenses.

Section 20. CREATION AND POWERS OF COMMITTEES. The Governing Board, by resolution adopted by a majority of the Board Members then in office, may create one or more committees, each consisting of two or more Board Members and no one who is not a Board Member, to serve at the pleasure of the Governing Board. Appointments to committees of the Governing Board shall be by majority vote of the authorized number of Board Members. The Governing Board may appoint one or more Board Member as alternate Members of any such committee, who may replace any absent Member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Governing Board's resolution, except that no committee may:

- a. Fill vacancies on the Governing Board or any committee of the Board;
- b. Amend or repeal bylaws or adopt new bylaws;
- c. Amend or repeal any resolution of the Governing Board that by its express terms is not so amendable or subject to repeal;
- d. Create any other committees of the Governing Board or appoint the Members of committees of the Board;

¹ This means that Members of the Governing Board 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.

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

Section 21. **ADVISORY COMMITTEES.** The Board may create one or more standing or ad hoc committees. The standing committees will then work to create policies and programs in the areas of their purview and which do not conflict with provisions of collective bargaining agreements based on the input they receive from stakeholders.

Consistent with legal requirements, standing committees will make it a practice to seek the input of stakeholders by publishing their meeting times and agendas and by communicating with the school community on a regular basis. When a standing committee is faced with a decision that will have a major effect on the entire faculty and staff, that committee may poll the faculty and staff in order to best represent their constituents when making the decision. Such decisions include the length of the school day, the structure of the school year calendar, final exam schedules and other special bell schedules, and any changes in working conditions such as salary, benefits, or other contract issues. Any such decision must be consistent with and subject to GHC's current bargaining agreements and any obligation by GHC to bargain such changes.

Policies should be created in standing committees or Board established ad hoc committees and submitted from those committees to the Governing Board for approval. Policies may include the following: graduation requirements, curriculum, professional development, new construction, use of facilities, budgetary policy, requirements for audits, dress code, attendance policy, special student programs, and student discipline. In non-policy decisions, whenever possible, the Governing Board will seek input from standing or Board established ad hoc committees. In the best interest of members of the charter, the Governing Board will act independently on selected non-policy issues such as confidential personnel issues, pending lawsuits, and campus emergencies.

In addition to the Governing Board meeting on a regular basis, each standing committee will meet once a month, but more often as necessary. In addition, a Council of Councils shall be formed including the chairs of each standing committee and the Executive Director. Council of Councils Members will meet once a month, but more often as necessary, and will be expected to attend Governing Board meetings, Council of Councils meetings, and their own standing committee meetings to ensure school communication in decision making.

Section 22. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the Governing Board Members shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Governing Board Members' 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 Governing Board Members' 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 Governing Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Governing Board has not adopted rules, the committee may do so.

Section 23. **NON-LIABILITY OF BOARD MEMBERS.** No Board Member shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 24. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** The Charter School and the Governing Board 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, a Secretary, and a Chief Financial Officer. The corporation, at the Board's direction, may also have a Chair of the Board, one or more Vice-Chairs, one or more assistant secretaries, 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 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 appointed by the Governing Board 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 Governing Board 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 Governing Board may remove any officer with or without cause. An officer who was not chosen by the Governing Board may be removed by any other officer on whom the Governing Board confers the power of removal. The Chair may be removed by a two-thirds vote of the Governing Board.

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. If a Chair of the Governing Board is elected, he or she shall preside at the Governing Board's meetings and shall exercise and perform such other powers and duties as the Governing Board may assign from time to time. In the absence of the Chair, the Vice-Chair, selected by the Chair, shall preside at Governing Board meetings and shall exercise and perform such other powers and duties as the Governing Board may assign from time to time.

Section 9. VICE-CHAIR OF THE BOARD. The Vice-Chair shall preside at Governing

Board meetings in the absence of the Chair of the Board and shall exercise and perform such other powers and duties as the Governing Board may assign from time to time.

Section 10. PRESIDENT. Subject to such supervisory powers as the Governing Board may give to the Chair of the Board, if any, and subject to the control of the Board, and subject to President's contract of employment, the President 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 have such other powers and duties as the Governing Board or the bylaws may require.

Section 11. 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 Governing Board or the bylaws may require.

Section 12. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Governing Board 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 Board Members present at Governing Board 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 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 Governing Board 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 Governing Board or the bylaws may require.

Section 13. 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 Board Members 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 Board Member 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 Governing Board may designate; (b) disburse the corporation's funds as the Governing Board may order; (c) render to the President, Chair of the Board, if any, 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 Governing Board 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 CONTRACTS WITH BOARD MEMBERS

Section 1. **CONTRACTS WITH BOARD MEMBERS.** The Corporation shall not enter into a contract or transaction in which a Board Member directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of this Corporation's Board Members are Board Members have a material financial interest).

ARTICLE X CONTRACTS WITH NON-BOARD MEMBER DESIGNATED EMPLOYEES

Section 1. **CONTRACTS WITH NON-BOARD MEMBER DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-Board Member 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 Granada Hills Charter Conflict of Interest Policy have been fulfilled.

ARTICLE XI LOANS TO BOARD MEMBERS AND OFFICERS

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

ARTICLE XII INDEMNIFICATION

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

On written request to the Governing Board by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Governing Board 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 Governing Board

shall authorize indemnification.

ARTICLE XIII 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 Board Members, officers, employees, and other agents, to cover any liability asserted against or incurred by any Board Member, officer, employee, or agent in such capacity or arising from the Board Member's, officer's, employee's, or agent's status as such.

ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This 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 XV INSPECTION RIGHTS

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

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any Board Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Governing Board and committees of the Governing Board at any reasonable time for a purpose reasonably related to the Board Member's interest as a Board Member. Any such inspection and copying may be made in person or by the Board Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** 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 Board Members at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any Board Member, furnish to that Board Member a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVI REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Governing Board shall cause an annual report to be sent to itself (the Members of the Governing Board) 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. The Corporation shall comply with Corporations Code section 6322.

ARTICLE XVII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Governing Board may adopt, amend or repeal any of these Bylaws by a majority vote of the Board Members 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 Granada Hills Charter or make any provisions of these Bylaws inconsistent with that Charter, the corporation's Articles of Incorporation, or any laws.

ARTICLE XVIII 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 Granada Hills Charter, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of this corporation as amended by the Governing Board on November 19, 2018 and that these bylaws have not been amended or modified since that date.

Executed on February 28, 2019, at Granada Hills, California.


Karla Diamond, Secretary