

**BYLAWS OF
CALIFORNIA MONTESSORI PROJECT
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
OFFICES**

SECTION 1. CORPORATION NAME.

The name of this Corporation is California Montessori Project.

SECTION 2. PRINCIPAL OFFICE.

The principal office of the Corporation for the transaction of its business is hereby fixed and located in Sacramento County at 5330--A Gibbons Drive, Suite 700, Carmichael, CA 95608.

SECTION 3. OTHER OFFICES.

Branch or subordinate offices may at any time be established ~~at by~~ the ~~School~~ Board of Directors, ~~or the Superintendent~~, within the State of California, where it qualifies to ~~do business, as its business requires~~ conduct its business. ~~These offices could be used to conduct school business by Members of the School Board of Directors, Site Administrators, Teachers and staff and may provide space for student use.~~

SECTION 4. CHANGE OF ADDRESS.

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The ~~School Governance~~ Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

New Address Effective Date

5330--A Gibbons Dr, Ste 700, Carmichael, CA 95608
New Address

August 1, 2011
Effective Date

**ARTICLE II
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES.

The primary objectives and purposes of this Corporation shall be to ~~establish~~, manage, operate, guide, direct and promote California Montessori Project, and such other educational activities as the Board of Directors may define from time to time. ~~, raise funds for, and promote~~

~~California public charter schools that provide a free education to students in grades K-8. These objectives and purposes may include, but not be limited to: academic classes, field trips, apprenticeships, educational travel, theater arts productions, and any and all other acts which may be related to the management, operation, guidance, direction and promotion of California public charter schools and/or the Montessori educational methodology.~~

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) by 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

DEDICATION OF ASSETS

SECTION 1. DEDICATION OF ASSETS.

This ~~C~~corporation's assets are irrevocably dedicated to ~~public benefit~~~~charitable~~ purposes. No part of the net earnings, properties, or assets of the ~~C~~corporation, ~~on~~ dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the ~~C~~corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the ~~C~~corporation shall be distributed to a non-profit 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 IV

CORPORATIONS WITHOUT MEMBERS

SECTION 1. CORPORATION WITHOUT MEMBERS.

This ~~C~~corporation shall have no ~~voting~~ members within the meaning of the Non-Profit Corporation Law. ~~The corporation's School Governance Board 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 School Governance Board finds appropriate.~~

ARTICLE V

BOARD OF DIRECTORS

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 Incorporations, Bylaws, or charters of the California public charter schools that are operated by the California Montessori Project, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the ~~School Governance~~ Board of Directors ~~(also known as the “Board of Directors”)~~. 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 ~~School Governance~~ Board of Directors shall have the power to:

- a) Appoint and remove, at the pleasure of the Board of Directors, 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 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 or outside 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. RESPONSIBILITIES OF THE ~~SCHOOL GOVERNANCE~~ BOARD OF DIRECTORS.

The business and affairs of California Montessori Project, as they relate specifically to charter accountability and revision, appointment of the ~~director~~ Superintendent, budget approval, and the school calendar, shall be managed under the direction of the ~~School Governance~~ Board of Directors ~~and the Superintendent~~. The ~~School Governance~~ Board of Directors delegates the management of the day-to-day operation of the business of California Montessori Project to the Superintendent.

SECTION 4. STANDARD OF CARE.

Each ~~School Governance~~ Board Member shall perform the duties of a ~~School Governance~~

Board Member, including the duties as a member of any ~~sub-council~~committee of the ~~School Governance~~Board of Directors upon which the ~~Board m~~Member may serve, in good faith, in a manner such ~~Board m~~Member believes to be in the best interests of California Montessori Project, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

SECTION 5. DESIGNATED DIRECTORS AND TERMS.

Effective February 11, 2019, the number of directors shall be no less than five (5) and no more than thirteen (13), unless changed by amendments to these ~~B~~ylaws and charters. The Board shall be composed and selected as follows:

- One Public Member from the Community-At-Large
- One Charter School Representative
- Two Business Community Members
- One Montessori Representative
- Up to Four Parents (representing each of the four charters)
- Up to Four District Superintendents, or designees (one from each ~~authorizing-District~~chartering authority)¹

~~Governing~~Board Members representing the Authorizing Districts shall be appointed by the ~~District Board~~board of the chartering authority or ~~District s~~Superintendent of the chartering authority on an annual basis. The ~~District~~Board of the chartering authority or ~~s~~Superintendent of the chartering authority shall submit a letter by June 1 making the ~~District's~~chartering authority's appointment for the following school year. If no letter is received appointing a member to the Board of Directors, the representative will be deemed an advisor to the Board, and not a voting member of the Board of Directors. This ~~decision-status~~ will be in effect for the duration of that school year, from July 1 to June 30.

The Parent Representatives (non-CMP employees) shall be voted on during a CMP ~~n~~Network-wide election. If there is no candidate for a Parent Representative (per charter) seat, the Board may appoint a director to fill the seat for the term pursuant to Article 5, Section 8 of these Bylaws. The Parent Representatives shall serve three-year terms, with new terms beginning on July 1 of that year. Terms are staggered. No Parent Representative shall serve more than two (2) full-consecutive terms of office, ~~effective July 1, 2006~~. Parent Representatives shall be elected by an open vote held by the respective network communities between March 1 and May 31 except as otherwise specified herein. The logistics of the election process will be detailed in a separate policy.

A Parent Representative must be a parent/guardian of a currently enrolled student at the charter school they represent or a parent/guardian of a student who has graduated from the charter school that they represent. A parent/guardian of a child who is no longer enrolled at the charter school they seek to represent is not eligible to serve as a Parent Representative if their child did not graduate from the charter school. A Parent Representative may also not be a relative of anyone who

¹ Should ~~the District~~chartering authority choose to appoint a representative to sit on the Board of Directors, the Corporations Code requires that the ~~District~~chartering authority representative have full voting rights as a member of the Board of Directors. Alternatively, the ~~District~~chartering authority may appoint a representative that will not act as ~~an actual member of the Board of Da~~ directors, but who will serve as a Board Advisor. The ~~District~~chartering authority must give appropriate notification to CMP of its decision to appoint a member of the Board of Directors (with full voting rights as required by law) in accordance with the corporate ~~B~~ylaws.

is compensated and/or employed by CMP. If a Parent Representative is no longer a parent/guardian of a currently enrolled student at that charter or becomes a relative of anyone who is compensated and/or employed by CMP, the Representative is required to vacate the position and the position will be filled according to Article V, Section 9.

The Business Community Representatives and the Community-at-Large Representative may not be CMP employees. These Representatives shall be selected by a majority of the ~~Governing Board~~ of Directors every third year. The Superintendent may propose the names of potential Montessori and Charter School Representatives to the Board for their consideration.

Each member of the ~~Governing Board~~ of Directors, including a ~~Governing Board member~~ director appointed to fill a vacancy, shall hold office until the expiration of the term for which elected/appointed, and until a successor has been elected/appointed and qualified.

SECTION 6. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No persons serving on the ~~School Governance~~ Board of Directors may be interested persons. An interested person is (a) any person currently compensated by the ~~Ce~~orporation 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 director as director; and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the ~~Ce~~orporation. The Board may adopt other policies circumscribing potential conflicts of interest.

SECTION 7. DIRECTORS' TERM.

Each director, except for the representative designated by the chartering authority, shall hold office for three (3) years and until a successor director has been designated and qualified unless otherwise removed from office in accordance with these Bylaws. The representative designated by the chartering authority shall hold office for one (1) year. A director appointed to fill a vacancy shall hold office for the remainder of the term of the vacant seat and until a successor has been elected/appointed and qualified.

SECTION 8. NOMINATIONS BY COMMITTEE.

The Chair of the ~~School Governance~~ Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for ~~election-appointment~~ to the ~~School Governance~~ Board of Directors at least thirty (30) days before the date of any ~~election-appointment~~ of directors. The nominating committee shall make its report at least seven (7) days before the date of the ~~election appointment~~ or at such other time as the ~~School Governance~~ Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these ~~B~~ylaws, a list of all candidates nominated by committee.

SECTION 9. VACANCIES FILLED BY BOARD.

Vacancies on the ~~School Governance~~ Board of Directors, except for a representative appointed by a chartering authority, may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director, by a majority vote of the Governance Board² to serve the remainder of the term of the board position filled. Any designation must further the Corporation's charitable purposes. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.

A vacancy or vacancies on the ~~School Governance~~ Board of Directors shall be deemed to exist in the event of death, resignation, or removal of any ~~School Governance~~ Board Member, if the authorized number of ~~School Governance~~ Board Members is increased, or if the electors fail to elect a ~~School Governance~~ Board Member by the election deadline, or if a Board member no longer meets his/her qualifications for service as outlined in Article V, Section ~~53~~. The Board may declare vacant the office of a director who has been declared, or the declaration of unsound mind by ~~an a final~~ order of court, or if convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3. ~~if the authorized number of School Governance Board Members is increased, or if the electors fail to elect a School Governance Board Member by the election deadline, or if a Board member no longer meets his/her qualifications for service as outlined in Article V, Section 3.~~

SECTION 10. REMOVAL.

All ~~School Governance~~ Board Members may be removed, with or without cause, by the vote of the majority of the ~~members of the then seated Board of D~~irectors then in office 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~~ is given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) ("Brown Act"). Any vacancy caused by the removal of a director shall be filled as provided in Section 94 of this Article. No reduction of the authorized number of ~~Members of the School Governance Board~~irectors shall have the effect of removing any ~~Member~~ director before that ~~Board Member~~ director's term of office expires.

SECTION 11. RESIGNATION OF DIRECTORS.

Except as provided below, any director may resign by giving written notice to the Chair of the ~~School Governance~~ Board of Directors, if any, or to the President or the Secretary of 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. A vacancy created by resignation shall be filled pursuant to Section 9 of this Article, according to the nature of the position. If a resignation is to become effective at a future time, a successor may be selected prior to the effective date of the resignation and shall take office on the date the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the ~~C~~orporation would be left without a duly appointed/elected director or directors.

~~SECTION 12. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.~~

~~If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the board's authorization.~~

SECTION 12. PLACE OF BOARD OF DIRECTORS MEETINGS.

Meetings shall be held at any place within the physical boundaries of the county in which the greatest number of pupils enrolled in a charter school operated by the Corporation reside. All meetings of the Board of Directors shall be called, held, and conducted in accordance with the terms and provisions of the Brown Act. A two-way teleconference location shall be established at each schoolsite and each resource center. The Board of Directors shall audio record, video record, or both, all the Board meetings and post the recordings on each charter school's internet website.

SECTION 13. MEETINGS; ANNUAL MEETINGS.

All meetings of the ~~School Governance~~ Board and its committees shall be called, noticed, and held 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.~~

The ~~School Governance~~ 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 ~~resolution of the School Governance~~ Board of Directors in accordance with the Brown Act.

SECTION 14. REGULAR MEETINGS.

Regular meetings of the ~~School Governance~~ Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the ~~School Governance~~ Board. At least 72 hours before a regular meeting, the ~~School Governance~~ 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.

SECTION 15. SPECIAL MEETINGS.

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

SECTION 16. NOTICE OF SPECIAL MEETINGS.

In accordance with the Brown Act, special meetings of the ~~School Governance~~ Board of Directors may be held only after twenty-four (24) hours' notice is given to each ~~d~~Director and to the

public through the posting of an agenda.

Any such notice shall be addressed or delivered to each ~~d~~Director at the ~~d~~Director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the ~~d~~Director 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 ~~d~~Directors are regularly held.

- a) 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.
- b) 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 17. QUORUM.

A majority of the ~~number of members of the School Governing Board directors,~~ then in office, ~~shall be necessary to~~ constitute a quorum for the transaction of business. The affirmative vote of a majority of the ~~members of the School Governance Board directors~~ present at any meeting at which there is a quorum ~~assembled,~~ is ~~valid as a School Governance an act or decision of the~~ Board ~~act.~~ Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action ~~thereafter~~ taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy. The vote or abstention of each ~~director board member~~ present for each action taken shall be publicly reported.

SECTION 18. ~~TELECONFERENCE PHONIC AND ELECTRONIC VIDEO~~ MEETINGS.²

~~If a necessity for purposes of achieving a quorum, m~~Members of the Board of Directors may participate in meetings via teleconference 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 Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the greatest number of pupils enrolled in a charter school operated by the Corporation reside;

² Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e).

~~boundaries of the school districts in which the CMP operates,~~

- b) All votes taken during a teleconference meeting shall be by roll call~~;~~
- c) If the Board of Directors 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 Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda³~~;~~
- 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 Directors directly at each teleconference location, and
- f) ~~The agenda shall indicate that m~~Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.⁴

SECTION 19. ADJOURNMENT.

A majority of the ~~d~~Directors present, whether or not a quorum is present, may adjourn any ~~School Governance~~ Board of Directors meeting to another time or place. ~~If a meeting is adjourned for more than twenty four (24) hours, n~~Notice of such adjournment to another time or place shall be given, prior to the time scheduled d for the continuation of the meeting, to the ~~d~~Directors 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~~ the Brown Act.

SECTION 20. CREATION OF POWERS OF COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two (2) or more ~~d~~Directors and no one who is not a ~~d~~Director, to serve at the pleasure of the Board. ~~Committees may be structured so that they report to the Charter School Superintendent.~~ Appointments to committees of the ~~School Governance~~ Board shall be by majority vote of the ~~authorized number of directors~~ then in office. The ~~School Governance~~ Board may appoint one or more directors 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 Board of Directors' 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~~

³ This means that members of the Board of Directors 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.

⁴ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

~~members;~~

~~(b)(a)~~ Fill vacancies on the ~~School Governance~~ Board or any committee of the Board;

~~(c)~~ Fix compensation of the directors for serving on the ~~School Governance Board or on any committee;~~

~~(d)(b)~~ Amend or repeal ~~B~~bylaws or adopt new bylaws;

~~(e)(c)~~ Amend or repeal any resolution of the ~~School Governance~~ Board that by its express terms is not so amendable or subject to repeal; or;

~~(f)(d)~~ Create any other committees of the ~~School Governance~~ Board or appoint the members of committees of the Board;

~~(g)~~ Expend corporate funds to support a nominee for director if more people have been nominated for director 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 directors has a material financial interest.

SECTION 21. MEETINGS AND ACTION OF COMMITTEES.

Meetings and actions of committees of the ~~School Governance~~ Board shall be governed by, held, and taken under the provisions of these ~~B~~bylaws concerning meetings, other Board of Directors' 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 Directors' 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 ~~School Governance~~ Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these ~~B~~bylaws. If the ~~School Governance~~ Board has not adopted rules, the committee may do so.

SECTION 22. NON-LIABILITY OF DIRECTORS.

No Director shall be personally liable for debts, liabilities, or other obligations of this ~~C~~orporation.

SECTION 23. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.

The California Montessori Project and its ~~School Governance~~ Board of Directors 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.

SECTION 24. COMPLIANCE WITH ~~THE~~ CONFLICT OF INTEREST LAWS.

In addition to complying with the conflict of interest provisions applicable to nonprofit public

benefit corporations as set forth in the Corporations Code, the California Montessori Project and its ~~School Governance~~ Board of Directors shall comply with Government Code section 1090, et seq., the conflict of interest provisions of the Political Reform Act (“PRA”) as set forth in California Government Codes Section 87100 et seq. and any attendant regulations as they may be amended from time to time. The California Montessori Project shall comply with any other provisions governing conflicts of interest as outlined in the respective charters for each ~~campus~~ charter school.

SECTION 25. CONTRACTS WITH DIRECTORS.

The Corporation shall not enter into a contract or transaction in which a director 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 directors have a material financial interest).

ARTICLE VI OFFICERS

SECTION 1. OFFICERS.

The officers of this Corporation shall be a Chairman of the Board (~~who shall be referred to as the “Chair of the School Governance Board”~~), Vice Chairman, President, ~~a~~ Secretary, and ~~a~~ Chief Financial Officer Treasurer. The Corporation, at the Board’s direction, may also have one or more Vice-Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed these Bylaws.

SECTION 2. ELECTION.

The ~~hair of the School Governance Board~~ officers of the Corporation shall be elected annually by a majority vote of the ~~School Governance~~ Board of Directors and shall serve at the pleasure of the Board ~~of Directors~~. ~~In the event that they resign, or are removed from the council, a successor shall be elected to serve the remainder of the term.~~

SECTION 3. REMOVAL AND RESIGNATION OF OFFICERS.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority vote of the ~~School Governance~~ Board, at any regular or special meeting of the ~~School Governance~~ Board of Directors. Any officer may resign at any time by giving written notice to the ~~School Governance~~ Board. ~~Any~~ The resignation shall take effect at on the date ~~of~~ the notice is received ~~or at any later time specified in the notice.~~ ~~of that notice; and,~~ Unless otherwise specified in the ~~at~~ notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

SECTION 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 5. CHAIR OF THE ~~SCHOOL GOVERNANCE~~ BOARD.

The Chair of the ~~School Governance~~ Board shall set the agenda and preside at the meetings of the ~~School Governance~~ Board of Directors, and shall exercise and perform such other duties as may be from time to time assigned by the ~~School Governance~~ Board. ~~If there is no President, the Chair shall have the powers and duties of the President of the corporation set forth in these bylaws.~~

SECTION 6. VICE-CHAIR.

If the Chair of the ~~School Governance~~ Board is absent or disabled, the Vice-Chair, if any, in order of their rank as fixed by the board, or, if not ranked, a Vice-Chair designated by the ~~B~~board, shall perform all duties of the Chair of the ~~School Governance~~ Board. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair of the ~~School Governance~~ Board. The Vice-Chair shall have such other powers and perform such other duties as the ~~School Governance~~ Board or the ~~B~~bylaws may require.

SECTION 7. PRESIDENT.

~~Subject to such supervisory powers as the School Governance Board may give to the Chair of the School Governance Board, and subject to the control of the board, t~~The President shall be the general manager of the ~~C~~orporation and shall supervise, direct, and control the ~~C~~orporation's activities, affairs, and officers as fully described in an applicable employment contract, agreement, or job specification. ~~The President presides at all School Governance Board meetings and, in the absence of the Chair of the School Governance Board and Vice-Chair, or if none, at all School Governance Board meetings.~~ The President shall have such other powers and duties as the ~~School Governance~~ Board of Directors or the ~~B~~bylaws may require.

SECTION 8. SECRETARY.

The Secretary shall keep or cause to be kept, at the ~~C~~orporation's principal office or such other place as the ~~School Governance~~ Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the ~~B~~board, ~~or~~ of committees of the ~~B~~board. The minutes of meetings shall include the time and place the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of directors present at ~~School Governance~~ Board and committee meetings; and the vote or abstention of each director present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the ~~A~~articles of ~~I~~ncorporation and ~~B~~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 ~~School Governance~~ Board of Directors that these ~~B~~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 ~~School Governance~~ Board of Directors or ~~by~~ ~~b~~Bylaws may require.

SECTION 9. ~~CHIEF FINANCIAL OFFICER~~TREASURER.

The ~~Chief Financial Officer~~Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the ~~C~~orporation's properties and transactions. The ~~Chief Financial Officer~~Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these ~~B~~bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The ~~Chief Financial Officer~~Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the ~~C~~orporation with such depositories as the ~~School Governance~~ Board may designate; (ii) disburse or cause to be disbursed the ~~C~~orporation's funds as the ~~School Governance~~ Board may order; (iii) render to the President, Chair of the ~~School Governance~~ Board, and the ~~B~~board, when requested, an account of all transactions as ~~Chief Financial Officer~~Treasurer and of the financial condition of the ~~C~~orporation; and (iv) have such other powers and perform such other duties as the board, contract, job specification, or the ~~B~~bylaws may require.

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

SECTION 10. 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~~Treasurer may serve concurrently as either the President or the Chair of the ~~School Governance~~ Board.

ARTICLE VII

LOANS TO DIRECTORS AND OFFICERS

SECTION 1. LOANS TO DIRECTORS AND OFFICERS.

This ~~C~~orporation shall not lend any money or property to or guarantee the obligation of any director or officer ~~without the approval of the California Attorney General~~; provided, however, that the ~~C~~orporation may advance money to a director or officer of the ~~C~~orporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer

would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE VIII

RECORDS – REPORTS – INSPECTION

SECTION 1. RECORDS.

~~California Montessori Project~~The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties, in accordance with generally accepted accounting principles. The 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 directors at all reasonable times during office hours.

SECTION 2. INSPECTIONS AND REPORTS.

The ~~California Montessori Project~~Corporation mandates that annual audits of the financial and programmatic aspects of the charter schools operated by the California Montessori Project shall be conducted and these audits will be made available to the ~~governing boards of the school districts in which the charter schools operated by the California Montessori Project are operating~~chartering authorities. The reports of these audits are to be made public to all interested parties. The report shall contain all the information set forth in Section 6321(a) of the California Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to ~~all Members of the Governing Board of Directors~~. The Corporation shall furnish annually to the ~~Members of the Governing Board of Directors~~ and shall make available to the public a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report.

SECTION 3. CONTRACTS.

To the extent consistent with the fiscal policies of the Corporation, ~~The School's Superintendent~~President may enter into any contract or execute any instrument in the name of and on behalf of the ~~California Montessori Project~~Corporation. Unless authorized by the Board of Directors or President~~Superintendent~~, no officer, agent or employee shall have any agreement or authority to bind California Montessori Project by any contract for any purpose or in any amount.

ARTICLE IX

INDEMNIFICATION

SECTION 1. INDEMNIFICATION.

To the fullest extent permitted by law, the ~~California Montessori Project~~corporation shall

indemnify its directors, 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 ~~California Montessori Project Corporation~~ by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this ~~B~~bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the ~~School Governance~~Board of Directors by any person seeking indemnification under Corporations Code Section 5238-(b) or Section 5238-(c) the ~~School Governance~~Board of Directors 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 ~~School Governance~~Board shall authorize indemnification.

ARTICLE X

AMENDMENTS TO BYLAWS

SECTION 1. AMENDMENTS TO BYLAWS.

The ~~School Governance~~Board of Directors may adopt, amend or repeal any of these Bylaws by a 2/3 majority of the ~~d~~Directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the ~~c~~Charters of the charter schools operated by the ~~California Montessori Project Corporation~~ nor make any provision of these Bylaws inconsistent with those ~~c~~Charters, the Corporations Code, the ~~C~~orporation’s Articles of Incorporation or any laws.

**CERTIFICATE OF SECRETARY
OF CALIFORNIA MONTESSORI PROJECT**

A California Nonprofit Corporation

I hereby certify I am the duly elected and acting Secretary of ~~said corporation~~the California Montessori Project, a California nonprofit public benefit corporation; and the foregoing amended Bylaws, comprising ___ pages, constitute the Bylaws of ~~said the Corporation as adopted by the corporation, as duly adopted at a meeting of the California Montessori Project Governance~~ Board of Directors on _____; and that these bylaws have not been amended or modified since that date, thereof held on _____.

Secretary

Signature

Dated

4889-7591-5052, v. 7