BYLAWS
OF
DISCOVERY CHARTER SCHOOL

ARTICLE I
PRINCIPAL OFFICE

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of Discovery Charter School ("Charter School" or "DCS") is 1100 Camino Biscay, Chula Vista, State of California.

ARTICLE II
BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the Discovery Charter School charter (the "Charter"), the California Charter Schools Act of 1992, any applicable agreement between Discovery Charter School and its chartering authority, the Chula Vista Elementary School District ("CVESD" or the "District") and any other applicable laws, the Charter School shall be governed under the direction of its governing board, the Board of Directors ("Board").

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws and further outlined in the Discovery Charter School Charter, but subject to the same limitations, the Board of Directors shall:

i. Support the mission and vision of DCS
ii. Maintain oversight of student learning outcomes
iii. Have responsibility for the fiduciary health and student achievement of the Charter School.
iv. Support Discovery Charter School on campus and in public
v. Maintain compliance with agreements per their terms
vi. Approve the general policies of the Charter School, and measure and monitor their implementation
vii. Approve and monitor the Charter School's annual budget and budget revisions
viii. Ensure compliance with applicable laws such as the Ralph M. Brown Act ("Brown Act") (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code), Political Reform Act, and applicable conflict of interest obligations
ix. Resolve staff grievances per the Grievance Procedures outlined in the Discovery Charter Teachers Union ("DCTU") contract
x. Approve all contracts and expenses in excess of amounts predetermined in the budget and/or Local Control Accountability Plan (LCAP) and Local Education Agency Plan (LEAP)
xi. Approve and monitor management of school liabilities, insurance, health, safety, and risk-related matter
xii. Ensure that the Charter School is fair and inclusive in its hiring and promotion policies

for all Board, administration, and employee positions

xiii. Serve as the appeal agent related to personnel matters and due process procedures, as applicable

xiv. Contract with an external independent auditor to produce an annual financial audit according to generally accepted accounting practices

xv. Act as a fiscal agent. This includes but is not limited to the receipt of funds for the operation of the Charter School in accordance with applicable laws and the receipt of grants and donations consistent with the mission of the Charter School

xvi. Approve the schedule of Board meetings

xvii. Review requests for out of state or overnight field trips

Section 3. DESIGNATED DIRECTORS AND TERMS. The Board shall have five (5) members (each referred to throughout as a "Member" or Director") unless changed by amendments to these bylaws and to the Discovery Charter School Charter, two (2) seats shall be reserved for parent representatives, one seat shall be reserved for a District-appointed representative and two (2) seats shall be reserved for community member representatives. The 2 community member representatives shall be nominated by the principal and shall be appointed by the existing DCS Board of Directors. The parent representatives shall be parents/ guardians of actively enrolled students of the Charter School and shall be nominated by the parents/guardians of actively enrolled students of the Charter School pursuant to procedures adopted by the Board. An election will be held in a month determined by the Board and every year thereafter. The District representative shall be appointed by the Superintendent of the District.

Section 4. CONFLICT OF INTEREST. The Board shall comply with conflict of interest provisions as set forth in the Discovery Charter School Charter, and consistent with Government Code Sections 1090 et seq., the Political Reform Act, and the Charter School's Conflict of Interest Code, as adopted and amended from time to time.

Section 5. DIRECTORS' TERM. Each of the parent and community Directors shall hold office for two (2) years and until a successor Director has been designated and qualified. To reestablish staggered Board terms, the Board shall stagger the terms of one (1) parent representative and one (1) community member representative during the next appointment of community directors and election of parent directors following the adoption of these amended Bylaws. The length of the staggered terms shall be determined by the Board. After the expiration of the staggered terms all terms shall be two (2) years. Directors may serve multiple terms of service. The District-appointed representative will continue to hold office until such time as the Superintendent of the District appoints a new District-appointed representative.

Section 6. NOMINATIONS BY COMMITTEE. The President of the Board of Directors may appoint a committee to designate qualified community member representatives for appointment to the Board of Directors (the "Nominating Committee") at least thirty (30) days before the date of any appointment of Directors. The Nominating Committee shall make its report at such time as the Board of Directors may set and the Secretary shall forward to each Board Member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the Nominating Committee.

Section 7. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any Director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been convicted of a felony or declared of unsound mind by a court order; (c) the increase of the authorized number of Directors; or (d) the failure of the Board to elect the number of Directors required to be elected at such meeting.

Section 8. RESIGNATION OF DIRECTORS. Except as provided below, any Director may resign by giving written notice to the President, or the Secretary, or to the Board as a whole. 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 Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. REMOVAL OF DIRECTORS. Any Director other than the District-appointed representative may be removed, with or without cause, by majority vote based upon the presence of a quorum at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting is given in compliance with the provisions of the Brown Act. Any vacancy caused by the removal of a Director shall be filled as provided in Section 10. The District-appointed representative may be removed at the direction of the District.

Section 10. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors other than the District-appointed representative shall 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 meeting held according to the Brown Act or (b) a sole remaining Director. A vacancy as to the District-appointed representative shall be filled by the District.

Section 11. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as Directors or officers, only such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the Charter School.

Section 12. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the 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.

ARTICLE III
BOARD MEETINGS

Section 1. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at Discovery Charter School unless the Board of Directors designates another location in accordance with these bylaws. The Board of Directors may also designate that a meeting be held at any place within the physical boundaries of the county in which the Charter School is located. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and

provisions of the Brown Act.

Section 2. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Board of Directors 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 noticed by the Board of Directors in accordance with the Brown Act.

Section 3. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, 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 4. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board of Directors, or a majority of the Board of Directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 5. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours' notice is given to the public through the posting of an agenda, and also provided to any requesting media outlets requesting notice in writing (as required under the Brown Act). Board Members shall also be provided with at least twenty-four hours' notice of the special meeting in the following manner:

a. Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the Charter School, or as may have been given to the Charter School by the Director for purposes of notice.

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, the place, 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 6. QUORUM. A majority of the Directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of

a quorum. Should there be fewer than a majority of the Directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 7. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

a. At a minimum, a quorum of the Members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the Charter School is located;

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 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 Board of Directors 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 8. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the Directors who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

ARTICLE IV
COMMITTEES

Section I. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the

[1] 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.

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

authorized number of Directors.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, held, and taken under the provisions of these 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 Charter School's records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

ARTICLE V
OFFICERS OF THE BOARD

Section 1. OFFICES HELD. The officers of this Board shall be President, Secretary, and Budget Liaison.

Section 2. ELECTION OF OFFICERS. The officers shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board.

Section 3. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 4. 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 Charter School under any contract to which the officer is a party.

Section 5. 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 6. PRESIDENT OF THE BOARD. The President of the Board of Directors shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. In the absence of the President, the Secretary of the Board shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 7. SECRETARY. The Secretary shall keep or cause to be kept, at the Charter School's principal office or such other place as the Board of Directors 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 Directors present at Board of Directors 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 Discovery Charter School, a copy of these bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 8. BUDGET LIAISION. The Budget Liaison shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Charter School's assets, liabilities, and transactions. The Budget Liaison shall send or cause to be given to the Directors 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 director at all reasonable times.

The Budget Liaison shall (a) communicate with and support the Business Manager and/or Technology Coordinator in reporting to the Board of Directors and perform such other duties as the Board, contract, job specification, or the bylaws may require.

ARTICLE VI
MAINTENANCE OF RECORDS

Section 1. MAINTENANCE OF RECORDS. This Board 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 VII
BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board may adopt, amend or repeal any of these Bylaws by a majority of the Directors 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 Discovery Charter School or make any provisions of these Bylaws inconsistent with that Charter or any applicable laws

ARTICLE VIII
FISCAL YEAR

Section I. FISCAL YEAR. The fiscal year 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 Discovery Charter School; that these bylaws, consisting of 8 pages, are the bylaws as adopted by the Board on Feb. 10, 2022; and that these bylaws have not been amended or modified since that date.

Executed on_____at _____ California.

_____

Secretary