

# LEWIS CENTER FOR EDUCATIONAL RESEARCH

17500 Mana Road, Apple Valley, CA 92307 (760) 946-5414 (760) 946-9193 fax

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## Agenda for Special Meeting of the LCER Board of Directors

Meeting at  
AAE Gym Conference Room  
17500 Mana Road  
Apple Valley, CA 92307

**Additional Location: 31 Gatewood Springs Dr., The Woodlands, TX 77381**

**April 10, 2017 - Public Meeting – 8 a.m.**

1. **CALL TO ORDER:** Chairman Bud Biggs
2. **ROLL CALL:** Chairman Bud Biggs
3. **PUBLIC COMMENTS:** Members of the general public may address the Board during Public Comments or as items appearing on the agenda are considered. A time limit of three (3) minutes shall be observed. Those wishing to speak are invited to fill out a Request to Speak Card and give it to the Secretary.
4. **DISCUSSION/ACTION ITEMS:**
  - .01 Review LCER Board of Directors Agreement/Job Description
  - .02 Review/Possible Revision of Bylaws
5. **CLOSED SESSION:**
  - .01 Public Employment: President/CEO
6. **ADJOURNMENT:** Chairman Bud Biggs

Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this meeting is asked to advise the agency at least 48 hours before the meeting by calling (760) 946-5414 x201.

Any written materials relating to agenda items to be discussed in open session are available for public inspection prior to the meeting at 17500 Mana Rd., Apple Valley, CA.

**Lewis Center for Educational Research  
Board of Directors Agreement/Job Description**

I, \_\_\_\_\_, understand that as a member of the Board of Directors of the Lewis Center for Educational Research ("LCER Board"), I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a board member:

I will stay informed about what's going on in the organization and will ask questions and request information as necessary.

I will participate in and take responsibility for making decisions on policies, fiduciary matters, and other matters.

I will work collegially with staff and other board members as partners toward achievement of our goals and will place the best interest of the organization above any individual interest.

I will govern and establish policy and not manage. I will bring any concerns to the LCER Board Chairperson, the appropriate Committee Chair, or the President/Chief Executive Officer ("CEO").

I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.

I will attend at least 75 percent of the regular LCER Board meetings either in person or telephonically. I will make it a priority to attend all other special meetings.

I will review all meeting materials prior to meetings so I am prepared. If I have any questions about reports or action items I will contact the CEO, the LCER Board Chairperson, or the appropriate Committee Chair.

I will contact the LCER Board Chairperson if I wish to place an item on the board meeting agenda.

I will serve on at least one board committee.

I will visit and tour each school site at least twice per year and will attend special events as I am able. When possible, school tours will be made available immediately following Board meetings.

I will attend an annual training that includes Conflict of Interest, the Brown Act and Board Responsibilities.

I will fill out the Statement of Economic Interests Form 700 upon assuming office, annually and upon leaving office.

I will ensure that I meet the requirements contained in the Brown Act and hold my fellow LCER Board members to the same standard.

I will keep expulsion, personnel information, litigation information and any other matters discussed in closed session in the strictest of confidence.

I will recuse myself from discussions and votes where I have a conflict of interest.

I will make a personal financial contribution annually at a level that is meaningful to me.

I will actively participate in and/or support one or more fundraising activities.

I will play an active role in fundraising by making contacts among my colleagues that would allow the organization to present fundraising plans and proposals.

I will sign and follow the organizations Volunteer Confidentiality Agreement, procedures and the rules contained therein.

I will abide by the LCER Board Code of Conduct which follows:

#### LCER Board Policy

Your status is that of an individual acting in a governance capacity. You have the right to exert your influence with the LCER Board for approval of actions and policies, but your authority does not go beyond your vote. You have no authority as an individual to commit the LCER Board to any action or policy.

#### The Public

You are an official representative of the LCER Board. You are also an unofficial representative of the entire community. You should defend the LCER Board against unjustified criticism and take steps to remedy conditions that cause justified criticism.

#### The Staff

Your responsibility for the staff is limited to that of advisor. The CEO is responsible for hiring, firing and management functions of all staff members.

#### Committees and Task Forces

You have a responsibility to keep informed about the activities of all committees and task forces because you may eventually be asked to study and act on their recommendations. You also have a responsibility to see that all committees and task forces operate within established structure and guidelines.

#### The LCER Board

You are a co-partner in the important work of the LCER Board to improve the quality of life of the community through the organization. You have assumed a position of public trust. You should disassociate your personal interests from the LCER Board activities.

The Program of Work

You must understand the relationship between the LCER Board and the organization's plans of action (operational plan, strategic plan) in order to reach established objective. Remember, your plans chart future courses of action, furnish measurements for performance and serve as a challenge to members to meet their responsibilities to the community through the organization.

I have received and reviewed copies of the following:

- Mission Statements
- Board Meeting Schedule
- Bylaws
- AAE Charter
- NSAA Charter
- Brown Act Requirements
- Volunteer Confidentiality Agreement and Acknowledgement form

If I don't fulfill these commitments to the organization, I will expect the LCER Board Chairperson to call and discuss my responsibilities with me.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Chairperson Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**BYLAWS OF THE  
HIGH DESERT "PARTNERSHIP IN ACADEMIC EXCELLENCE"  
FOUNDATION, INC.**

**A California Nonprofit Public Benefit Corporation**

**ARTICLE I - NAME**

Section 1.0 Name.

The name of this corporation shall be the High Desert "Partnership in Academic Excellence" Foundation, Inc. ("Corporation"). Additionally, the Corporation shall do business as The Lewis Center for Educational Research and The Lewis Center Foundation.

**ARTICLE II - OFFICES**

Section 2.0 Principal Offices.

The principal office of the Corporation is at the Lewis Center for Educational Research, 17500 Mana Road, Apple Valley, CA, 92307.

Section 2.1 Change of Address.

The "Board" (as that term is defined in Section 7.0 hereof) hereby is granted full power and authority to change the location of the principal office of the Corporation. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Section 2.2 Other Offices.

The Board may at any time establish branch or subordinate offices at any place.

**ARTICLE III - PURPOSES**

Section 3.0 Purposes.

The specific purposes of the Corporation are: (i) to promote and support the educational needs of the students, teachers and community members; and (ii) to receive and utilize funds acquired through the solicitation of donations, gifts, and bequests for the purposes for which this Corporation is formed. The mission of the Lewis Center for Educational Research is to ensure that

the schools and programs operated by the Corporation prepare students for success in a global society through data-driven innovative and research-proven practices in a safe and inclusive culture. In addition, the Corporation may manage, operate, guide, direct and promote public charter schools. 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.

#### **ARTICLE IV CONSTRUCTION AND DEFINITIONS**

##### Section 4.0 Construction and Definitions.

Unless the context states 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 5.0 Dedication of Assets.

This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3). That organization shall be a public education organization serving students in San Bernardino County if it qualifies as a distributee under the provision of this Article.

#### **ARTICLE VI - MEMBERS**

##### Section 6.0 Members Prohibited.

In accordance with the Articles of Incorporation of the Corporation and with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the Corporation shall have no members within the meaning of Section 5065 of the California Corporations Code (“CCC”). The Board of

Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate. The Corporation may allow members of the community to serve on its committees, but they will be considered volunteers, not members of the Corporation.

Section 6.1 Effect of Prohibition. Pursuant to Section 5310 (b) of the CCC, any action that would otherwise require approval by a majority of all members shall only require the approval of the Board.

Section 6.2 Other Persons Associated with the Corporation. The Corporation may refer to persons or entities associated with it as “members,” even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the CCC. The President/Chief Executive Officer of the Corporation shall serve in an ex officio capacity and will not be a voting member of the Corporation.

## **ARTICLE VII - BOARD OF DIRECTORS**

### Section 7.0 Board of Directors.

The Board of Directors for the Lewis Center for Educational Research shall meet at a minimum on a quarterly basis to carry out the overall business oversight of the Corporation. Scheduled meeting dates may be modified or cancelled as determined by the Board. The Board of Directors acts in the oversight capacity of the School Board Committees and all other committees.

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 Incorporation or bylaws regarding actions that require approval of the members, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (also known as the “Board”).

### Section 7.1 Powers.

The Board shall perform such duties as are necessary to carry out the purposes of the Corporation as stated in the Articles of Incorporation, these Bylaws, and applicable laws and shall possess only those powers necessary and required to perform such duties.

(A) Specific Powers. The specific powers of the Board include but are not limited to the following:

- (1) Select, evaluate, and remove at the pleasure of the Board, the President/CEO and any officers and/or agents of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws; and fix their compensation, if any.

- (2) Appoint the Chairman and appoint and remove all directors appointed to the School Board Committee of any and all approved charter schools operating under this Corporation. The appointed directors will form that school's School Board Committee and will act in the capacity of a school board for that school. Each School Board Committee will be comprised of 5 members, all of whom shall also be members of the corporate Board of Directors.
- (3) Change the principal office or the principal business office in the State from one location to another; conduct business within or without the State; designate any place within or without the State for holding of any members' meeting including any annual meeting.
- (4) Borrow money and incur indebtedness for the stated purposes of the Corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities therefore.
- (5) Approve any MOU or Charter for any charter school the Corporation manages. In the case of a conflict between the requirements of the MOU or Charter and provisions of the Articles of Incorporation and/or Bylaws, action taken in accordance with such Articles or Bylaws which conflicts with or is inconsistent with the requirements of the MOU or Charter shall be deemed a violation of the MOU or Charter. In the case of such a conflict, the Board of Directors shall take prompt action to revise the Articles or Bylaws to make them consistent with the requirements of the MOU or Charter or seek a material revision to the MOU or Charter to make the Articles, Bylaws, MOU and Charter consistent.

#### Section 7.2 Interested Person.

No persons serving on the Board may be interested persons as defined herein:

- (A) An interested person means either:
  - any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise.
  - any ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.
- (B) The provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 7.3 Number and Qualifications of Directors.

- (A) The authorized number of persons to be elected as members (“Directors”) of the Board of Directors of this corporation shall be not less than five (5) nor more than thirteen (13) until changed by an amendment to these Bylaws duly adopted in accordance with Article XV hereof. Collectively, the Directors shall be known as the Board of Directors (“Board”).
- (B) Any Director hereinafter elected to the Board must reside in San Bernardino County and have an interest in education and charter school governance. One Director position with no residence requirement shall be reserved for an individual who brings exceptional skills, background, affiliations, or expertise in an area specific to the LCER mission.
- (C) The authorizer of any charter school the Corporation may manage shall be entitled to a single representative on the Board of Directors. The authorizer or its designee, at its discretion, shall appoint the representative, but it will be within the authorizer’s sole discretion whether or not to appoint such a representative at any time. Any representative appointed by the authorizer shall serve solely at the authorizer’s discretion and shall have no limit on the number of consecutive or total terms he or she may serve. The representative shall serve at the pleasure of and be removed only by the action of the authorizer or designee. The representative shall serve on the charter school subcommittee of the school of authorization but may not serve on the charter school subcommittee of any other school the Corporation may manage. The representative may not serve as an officer of the corporation.

Section 7.4 Nomination: Election and Term of Office.

- (A) Any non-interested person may be nominated to be a Director by the method of nomination authorized by the Board in Board Policy or by any other method authorized by law.
- (B) Directors shall be elected by the Board at the annual meeting.
- (C) Hereinafter Directors shall be elected to a three (3) year term and may serve two (2) consecutive three (3) year terms at the pleasure of the Board. A Director may be reelected after a one-year period off the Board.
- (D) A vacancy occurring in the office of Director may be filled by the Board for the balance of the unexpired term and until a successor has been qualified and elected.
- (E) Terms will be staggered at the discretion of the Board, and in compliance with the CCC, including but not limited to section 5220 (a).

Section 7.5 Resignation and Removal of Directors.

- (A) Except as provided in paragraph (C) of this Section 7.5, any Director may resign effective upon giving written notice to the Chairman of the Board, the Secretary, or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the effectiveness of such resignation. Unless such resignation specifies otherwise, its acceptance by the Corporation shall not be necessary to make it effective.
- (B) Any Directors may be removed without cause if such removal is approved by the affirmative vote of a majority of the Directors.
- (C) Except on notice to the CA Attorney General, no director may resign if corporation could be left without a duly elected director or directors.

Section 7.6 Vacancies on Board.

A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following:

- (A) The death, resignation, or removal of any Directors,
- (B) An increase in the authorized number of directors,
- (C) The declaration by resolution of the Board of a vacancy in the office of a Director who has been appointed a conservator and/or declared of unsound mind by an order of a court, convicted of a felony, or finding by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the CCC or otherwise.

Section 7.7 Meetings.

Meetings of the Board shall be held at the principal office of the Corporation unless another place is stated in the notice of the meeting. Notwithstanding any other provision in these bylaws, all meetings of the Board shall be held in compliance with the requirements of the Ralph M. Brown Act as set forth in Section 54950 of the California Government Code.

- (A) An annual meeting of the Board shall be scheduled each fiscal year. At the annual meetings, Directors and officers shall be elected and any other proper business may be transacted.
- (B) Regular meetings of the Board shall be held at such time and place specified by the Board.
- (C) A special meeting of the Board may be called by the Chairman of the Board or any other officer.
- (D) Notice of the time and place of special meetings shall be delivered by telephone or electronic communication to each Director or sent by first-class mail addressed to each Director at his or her address as it is shown upon the records of the Corporation. Notice of meetings shall be in accordance with the Brown Act.

- (E) Notwithstanding anything in this section to the contrary, the President/CEO or Chairman of the Board may call an emergency meeting of the Board, giving at least one hour notice to the media if such a meeting is, in the opinion of the President or Chairman of the Board, necessary to deal with an unforeseen emergency condition. An "emergency condition," is as defined by the Brown Act.
- (F) Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as Brown Act requirements are met.
- (G) A majority of the authorized number of Directors shall constitute a required quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a required quorum is present shall be regarded as the act of the Board, subject to the provision of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors.
- (H) A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the adjourned meeting must be given in accordance with the Brown Act.

#### Section 7.8 Fees and Compensation of Directors.

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 7.1(A).

#### Section 7.9 Required Vote of Directors.

- (A) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (B) Notwithstanding paragraph (A) of this Section 7.9, the appointment or removal of the President/CEO requires the affirmative approval of a majority of the authorized number of Directors.

### **ARTICLE VIII - OFFICERS**

#### Section 8.0 Officers.

The officers of the Corporation shall be a Chairman of the Board, a Vice Chairman, a Secretary and a Treasurer, and such other officers with such titles and duties as shall be determined and

deemed advisable by the Board. The same person may hold any two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as Chairman of the Board (CCC §5213).

- (A) The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board is authorized to sign all contracts, notes, conveyances, and other papers, documents, and instruments in writing in the name of the Corporation. The Chairman shall appoint all committee chairs other than the chair of the Finance Committee and School Board Committees. The Chairman of the Board shall appoint all members of any committee, other than the School Board Committees. The Chairman may remove any member of any committee, with the exception of the School Board Committees. The Chairman of the Board has the authority to suspend a Director pending further action by the Board.
- (B) The Vice Chairman shall, in the absence of the Chairman or the inability or refusal of the Chairman to act, carry on all duties and powers required by law or conferred by these Bylaws upon the Chairman of the Board.
- (C) The Secretary shall keep or cause to be kept the minute book and/or electronic copies of the minutes of the Corporation. The Secretary shall sign in the name of the Corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the Secretary
- (D) The Treasurer is the Chairman of the Finance Committee and shall assure that the duties of that committee, as defined in its Board-adopted committee job description, are carried out.

#### Section 8.1 Election of Officers.

The officers of the Corporation shall be elected from among the members of the Board at the annual meeting, and each shall serve at the pleasure of the Board.

#### Section 8.2 Removal of Officers.

- (A) Any officer elected by the Board may be removed from office at any time by the Board, with or without cause or prior notice.

#### Section 8.3 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 8.4 Vacancies in Office.

- (A) 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 regular appointment to such office.
- (B) The Chairman may appoint another Director to fill the vacant officer position, pending election by the Board.

**ARTICLE IX  
CONTRACTS WITH DIRECTORS AND OFFICERS**

Section 9.0 Contracts with Directors and Officers.

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless allowed under the provisions of Government Code Section 1090.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**ARTICLE X  
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES,  
AND OTHER AGENTS**

Section 10.0 Right of Indemnity.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238 of the CCC , including persons formerly occupying any such position, 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 Section 5238 of the CCC.

Section 10.1 Approval of Indemnity.

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

Section 10.2 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, or employee to repay such amount unless it shall be determined ultimately that the Director, officer, or employee is entitled to be indemnified.

Section 10.3 Insurance.

The Corporation may purchase and maintain insurance on behalf of any Director, officer, or employee of the Corporation against any liability asserted against or incurred by the Director, officer, or employee in such capacity or arising out of the Director's officer's, or employee's status as such, whether or not the Corporation would have the power to indemnify the Director, officer, or employee against such liability under the provisions of Section 5238 of the CCC, except as provided in subdivision (I) of Section 5238 of the CCC.

**ARTICLE XI  
STANDING COMMITTEES**

Section 11.0 Authority of Committees.

An Executive Committee, comprised of the Board officers and Committee Chairs, may be designated if approved by the majority of the Directors present at a meeting at which a quorum is present. Such committee will have and may exercise the authority of the Board regarding urgent business in the interim time period between Board meetings. The committee will meet at the discretion of the Chairman of the Board or the President/CEO. Actions taken by the Executive Committee will be ratified at the next regular Board meeting.

Standing Committees, not having and exercising the authority of the Board in the management of the Corporation, may be designated if approved by a majority of the Directors present at a meeting at which a quorum is present. The Board may delegate some of its rights and duties to the committees other than the right to vote on any of the following matters:

- (A) for the election of a director, or the filling of a vacancy on the Board, or for the election of any officer; or
- (B) on the disposition of all or substantially all of the assets of the Corporation; or

- (C) on a merger; or
- (D) on a voluntary dissolution of the Corporation; or
- (E) on amendments to the Corporation's Articles of Incorporation or Bylaws.

Unless the Board passes a resolution delegating its authority on certain matters to a committee, the committee is a recommending body only.

Section 11.1 Duties of the Chairman of the Board Regarding Standing Committees (Excluding School Board Committees).

The Chairman of the Board shall appoint the committee chairman of any committee formed pursuant to this Article XI of the Bylaws, with the exception of the Finance Committee.

The Chairman of the Board shall appoint the members of any committee formed pursuant to this Article XI of the Bylaws, with the exception that he or she shall be limited to appointing only three LCER Board members (in addition to the Chairman) to serve on the Fundraising Committee (the Lewis Center Foundation).

The Chairman of the Board may remove any committee members and/or chairman whenever in his or her judgment such removal serves the best interest of the Corporation, with the exception of the Finance Committee Chairman.

Section 11.2 Term of Office.

Each member of a committee shall continue as such until his or her successor is appointed, unless (i) the committee sooner shall have been terminated, (ii) such member sooner shall have been removed from such committee, or (iii) such member shall have ceased to be a member of the Board.

Section 11.3 Standing Committees (Excluding School Board Committees).

Standing Committees shall be the following: Executive, Finance, Personnel, and Fundraising (also known as The Lewis Center Foundation). As noted in 11.1 above, Committee Chairmen of all Standing Committees shall be appointed by the Board Chairman. The Committee Chairman shall preside at all meetings of the appointed committee and work to assure that the duties of the committee, as specified in its Board-adopted committee job description, are carried out.

**ARTICLE XII  
INSPECTION RIGHTS**

Section 12. Director's Right to Inspect.

Every director 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 director'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 pertaining to access to books, records, and documents.

Section 12.1 Accounting Records and Minutes.

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

Section 12.2. Maintenance and Inspection of Articles and Bylaws.

This corporation shall keep at its principal California office the original or a copy of the article of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

**ARTICLE XIII  
RECORDS AND REPORTS**

Section 13.0 Minute Book.

The Corporation shall keep or cause to be kept a minute book which shall contain:

- (A) The record of all meetings of the Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board established pursuant to the Bylaws and as to meetings or written consents of the incorporator or incorporators of the Corporation prior to the appointment of the initial Directors.

- (B) A copy of the Articles and all amendments thereof and a copy of all certificates filed with the Secretary of State.
- (C) A copy of the Bylaws as amended, duly certified by the Secretary.

Section 13.1 Annual Report.

- (A) The Board shall cause an annual report to be sent to each Director within 180 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, of the fiscal year:
  - (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
  - (2) The principal changes in assets and liabilities, including trust funds.
  - (3) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
  - (4) The expenses or disbursements of the Corporation for both general and restricted purposes; and
  - (5) Any information required under these bylaws.
- (B) If the income statements and balance sheets referred to in this section have not been audited, they shall be accompanied by the report of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the Corporation that such financial statements were prepared without audit from the books and records of the Corporation.
- (C) This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

Section 13.2 Report of Transactions and Indemnifications.

As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 180 days after the end of the Corporation's fiscal year:

- (A) Any covered transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of covered transactions in which the same "interested person" had a direct or indirect material financial interest, and

which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). For this purpose, an "interested person" is either of the following:

- (1) Any Director or officer of the Corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest); or
- (2) Any holder of more than ten (10) percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (B) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation, unless that indemnification has already been approved by the Directors under Section 5238 of the CCC.

#### Section 13.3 Audit Financial Statements.

The financial books and records of the Corporation shall be audited annually, at the end of the fiscal year, by an independent auditor assigned by the Board, in connection with the rendering of the annual report required by Section 901 of this Article. The Independent Audit Report to be prepared in accordance with GAAS. In addition, the financial books and records of the Corporation shall be audited upon the resignation of the Chief Financial Officer of the Corporation and at any other time as the Board may direct.

### **ARTICLE XIV GENERAL PROVISIONS**

#### Section 14.0 Checks, Drafts, Evidences of Indebtedness, and Deposits.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may direct.

#### Section 14.1 Contracts.

The Board, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent

or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### Section 14.2 Representation of Shares of Other Corporations.

The President, Chairman of the Board, the Vice Chairman, or any other person authorized by resolution of the Board, is authorized to vote on behalf of the Corporation any and all shares of any Corporation or Corporations, foreign or domestic, standing in the name of the Corporation. This authority to such person to vote or represent on behalf of the Corporation any and all shares held by the Corporation in any other Corporation or Corporations may be exercised by any such person in person or by any person authorized to do so by duly executed proxy.

#### Section 14.3 Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction and definition in the CCC shall govern the construction of the Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

#### Section 14.4 Self-Dealing.

In the exercise of voting right by Directors, no Director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit or detriment financially, No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless otherwise allowed under the provisions of Government Code Section 1090. In the case of a matter to be voted on, which is not a contractual arrangement with a Board member, but a Board member has a financial interest, the non-interested members of the Board may take action as long as the provisions of the Political Reform Act are followed, namely 1) the interested board member discloses the financial interest at the public meeting; 2) the interested Board member recuses him or herself from the discussion and action and leaves the room during the discussion; and 3) such disclosure and recusal is reflected in the minutes of the meeting.

#### Section 14.5 Gifts and Donations.

The Board may accept on behalf of the Corporation any contributions, gifts, bequests, or devises for the general purpose or for any special purpose of the Corporation that do not violate the Corporation's Articles of Incorporation.

#### Section 14.6 Bonding.

All employees handling funds shall be properly bonded.

**ARTICLE XV  
AMENDMENTS**

Section 15.0 Amendment of Bylaws.

The amendment of Bylaws requires the approval of seventy percent (70%) vote of the Board. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. The Corporation shall provide written notice no less than three weeks prior to consideration of any proposed revisions to these Bylaws to the authorizer of any charter school the Corporation may manage. Should the authorizer or designee consider the proposed revision(s) to be a material revision to the Charter School's governance structure or Charter, the Corporation may not formally adopt such revision(s) unless and until the revision(s) is first approved through the process set forth in Education Code Section 47607 for material revision to the Charter.

Section 15.1 Amendment of Articles.

The amendment of Articles is provided for by California state law and requires the approval of not less than two-thirds majority of the Board and the filing of a certificate of amendment in the Office of the Secretary of State. The Corporation shall provide written notice no less than three weeks prior to consideration of any proposed revisions to Articles to the authorizer of any charter school the Corporation may manage. Should the authorizer or designee consider the proposed revision(s) to be a material revision to the Charter School's governance structure or Charter, the Corporation may not formally adopt such revision(s) unless and until the revision(s) is first approved through the process set forth in Education Code Section 47607 for material revision to the Charter.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of the High Desert "Partnership in Academic Excellence" Foundation, Inc., a California nonprofit public benefit corporation ("Corporation"); and

2. that the foregoing Bylaws to which this certificate is attached, comprising 16 pages, constitute the Bylaws of such Corporation as duly approved and adopted by the Board of Directors of this Corporation at a meeting duly held on March 13, 2017.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed the seal of the Corporation this \_\_\_th day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary