

**BYLAWS  
OF  
River Montessori Charter School**  
(A California Nonprofit Public Benefit Corporation)

**ARTICLE 1: NAME**

The name of this corporation is River Montessori Charter School.

**ARTICLE 2: PURPOSES**

This corporation has been formed for charitable purposes, that is, to manage, operate, guide, direct and promote a charter school to educate children who are members of the general public of Sonoma County and surrounding communities, using Montessori methods. The means of providing such education includes, but is not limited to, maintaining facilities for instruction and developing educational programs and curricula. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE 3: PRINCIPAL OFFICE**

The principal office for the transaction of the activities and affairs of the corporation shall be located in the City of Petaluma, County of Sonoma, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said county, taking into consideration provisions of the California Education Code related to the location of charter schools. The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**ARTICLE 4: DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this 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 and paid over to a public school, such as a charter school that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE 5: MEMBERSHIP

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

## ARTICLE 6: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate some duties to an officer or employee of River Montessori Charter School, with the exception of expenditures over \$5,000; budget approval or revision; personnel matters; or approval of financial reports, 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 of Directors and consistent with the approved charter.

Without prejudice to the general powers, but subject to the same limitations, the 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 from 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; and conduct its activities in or outside California.
- c. Borrow money and incur indebtedness on the corporation’s behalf and cause to be executed and delivered for the corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.

Section 2. The authorized number of directors of the corporation shall not be less than three (3) and no more than eleven (11) until changed by amendment of these bylaws and the RMCS charter. No more than 50% of the Board shall be composed of parents, and at least 50% of the Board shall be composed of community representatives, and ideally will include a Montessorian and a founder. Additionally, in accordance with Education Code Section 47604(b), the

authorizer may appoint a representative to the Board. All directors shall be voting. No employees shall serve on the Board as directors.

Section 3. Election, Designation, and Term of Office of Directors. The Board of Directors, representing various constituencies of the Charter School, shall be elected or selected in the following manner.

- A. No more than 50% of the directors shall be parents of students at the school and shall be elected by the parents. Parents, for the purpose of this section, shall include parents or guardians of students enrolled in the school. For each vacant position, each student shall have two votes that are allocated to his or her parents, as described further below.

The Board of Directors, or its designee, such as a parent-teacher leadership group, shall hold an informational meeting at the beginning of the school year to encourage parents to become candidates to the Board and to describe the roles and responsibilities of the Board. This informational meeting may have other purposes as well.

At least one month prior to the Annual Meeting, an informational letter shall be mailed or delivered to all parents describing the duties and responsibilities of the Board of Directors and inviting them to become a candidate. At the same time, public notice both inside and outside the school, shall announce the opening(s) for parent director. Three weeks prior to the Annual Meeting, candidates should inform the President or Secretary of the Board that they are a candidate. The Secretary or their designee shall prepare a ballot that is provided to each family, or to each parent, if not living in the same household, who may vote once for each vacant parent director position. Any two parents of one student may decide to each cast one ballot. If only one parent of a student is voting, each position on their ballot is worth two votes. Parents may vote for write-in candidates.

Ballots shall be collected, for at least one week, in a secure box, or similar structure, in the corporation's principal office and/or online. At the discretion of the directors, ballots may be cast at a meeting or assembly of parents, at least one week prior to the Annual Meeting. Ballots shall be counted at the end of the day three (3) days prior to the Annual Meeting by both the President and Secretary of the Board. Parents may be present to observe the counting. After the ballots are counted, the election results will be posted at the school office the following school day.

Parents shall serve a term of three years. A parent director of the Board whose child had been enrolled at the school, but whose child is no longer enrolled, may serve for no more than three months in that capacity following their child's leaving, although they may be appointed to serve as a community representative director. If a parent resigns from the Board more than six (6) months prior to the next Annual Meeting, the Board of Directors shall appoint a new parent director to the Board. If a parent resigns from the Board less than six (6) months prior to the next Annual Meeting, the Board of Directors may appoint a new parent director to the Board or the position may remain vacant until the next Annual Meeting.

- B. One director may be a representative of the authorizing agency, at the discretion of the authorizing agency in accordance with Education Code Section 47604(b).
- C. At least 50% of the directors shall be community representatives, appointed by the Board of Directors. For purposes of this paragraph, community representatives include

any member of the public who is not employed by the corporation or is the parent/guardian of a student enrolled at the school. Ideally, these directors should include a director trained in or very familiar with the Montessori educational model and a member of a founding family. Ideally they may also have other knowledge and experience necessary for the operations or oversight of a school or nonprofit social venture and reflect the diversity of the community.

At least one month prior to the Annual Meeting or other scheduled Board election, public notice both inside and outside the school, shall announce the opening for community representative director(s). Any interested member of the public may submit their candidacy to the Executive Director or Secretary at any time prior to the election. After any other new members of the Board of Directors have been seated, the Board of Directors shall appoint the community representative(s) to the Board.

Community representative directors shall serve a term of two years. If a community representative resigns from the Board more than six (6) months prior to the next Annual Meeting, the Board of Directors shall appoint a new community representative director to the Board. If a community representative resigns from the Board less than six (6) months prior to the next Annual Meeting, the Board of Directors may appoint a new community representative director or the position may remain vacant until the next Annual Meeting.

Each director, including a director appointed to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may serve any number of consecutive terms.

The corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of corporate activities.

Section 4. Vacancies. A vacancy on the Board shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors or a total of four (4) meetings of the Board during any one calendar year, without a valid excuse; (c) an increase in the authorized number of directors; or (d) the failure of the directors, at any annual or other meeting of directors at which any director or directors are to be elected, to elect or appoint the full authorized number of directors.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). If the director is the representative of the chartering district, the Board of Directors may only remove this director with the written consent of the chartering district and may request that the chartering district appoint a different representative.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation

is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

With the exception of the potential representative of the chartering district, vacancies on the Board may be filled in the manner described in Section 3 of this Article or, if by Board election, by vote of a majority of the directors then in office 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 in accordance with the Brown Act or (b) by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### Section 5. Meetings.

Meetings shall be held at the principal office of the Corporation. The Board of Directors may also designate that a meeting be held at any place within the charter authorizer's boundaries that has been designated in the notice of the meeting in accordance with the Brown Act. All meetings of the Board of Directors and its committees shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

The Board of Directors shall hold an annual meeting in October of each year for the purposes of a) seating the director(s) elected by the parents; b) appointing the community-representative directors; c) electing officers of the corporation; and d) the transaction of other business as noted on the agenda. This meeting shall be held at a time, date, and place as may be specified and noticed by the Board of Directors Generally, the Board of Directors will meet monthly at such times as are fixed by the Board of Directors. 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 seventy-two (72) hours before a regular Meeting, the 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, including items to be discussed in closed session.

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 boundaries of the school district in which the Charter School 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 agenda;<sup>1</sup>

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<sup>1</sup> 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.

- 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 members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or the President, or a majority of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

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 each director and to the public through the posting of an agenda. The Board of Directors shall also notify directors of special meetings, as follows:

- 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 Corporation, or as may have been given to the Corporation by the 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 Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time scheduled 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 any applicable public open meeting law.

Section 6. Action at a Meeting. A majority of the directors then in office shall constitute a quorum. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the California Nonprofit Public Benefit Corporation Law. Directors may not vote by proxy. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough

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<sup>2</sup> The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

directors to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the directors required to constitute a quorum.

Section 7. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reimbursement of expenses incurred in the performance of their duties, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 8. Non-Liability of Directors. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 9. 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.

Section 10. Compliance with Conflicts of Interest Laws. The Charter School and the Board shall comply with applicable conflict of interest laws, including the Political Reform Act and California Corporations Code provisions applicable to nonprofit public benefit corporations. No Charter School employee shall serve on the Board, and if required by the authorizer as a condition of the charter, the Charter School and the Board shall also comply with California Government Code Section 1090.

## ARTICLE 7: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of

this corporation for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Restriction on Interested Directors. No interested persons may serve on the Board of Directors. An interested person is 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, excluding any reasonable compensation paid to a director as director. In addition, no more than forty-nine percent (49%) of the persons serving on the Board shall have any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law who has been compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee or independent contractor. However, if compliance with Section 1090 is required by the authorizer as a condition of the charter, no persons serving on the Board may have one of the above relationships.

Section 4. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Corporations Code, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, 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 said Section 5238(a), 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" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 7, Section 4.

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

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such

## ARTICLE 8: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two or more voting directors, and no one who is not a director, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.



Advisory committees may have members who are not directors. However, no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or any committee of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- (g) 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 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws, concerning meetings and actions of directors, and the Brown Act, if applicable, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by resolution of the Board of Directors or if none, by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 8, Section 1, the Board may appoint an Executive Committee composed of three (3) or more directors, one of whom shall be the chairperson of the Board, to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 6, Section 1. The Executive Committee shall be subject to the Brown Act. The secretary of the corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee as well as any other documentation required by the provisions of Article 6.

Section 4. Audit Committee. The Board may appoint an Audit Committee. Notwithstanding Article 9, Section 1, which shall otherwise govern the committee's operations, the committee may be comprised of one or more directors. The membership of the Audit Committee shall not include the following persons;

- (a) The chairperson of the Board;
- (b) The president of the corporation;
- (c) The treasurer of the corporation;
- (d) Any employee of the corporation; or
- (e) Any person with a material financial interest in any entity doing business with the corporation.

In the event that the Board appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall confer with the auditor to satisfy its members that the corporation's financial affairs are in order, and shall review and determine whether to accept the audit. In the event that the auditor's firm provides non-audit services to the corporation, the Audit Committee shall ensure that the auditor's firm adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published by the Comptroller General of the United States, or any standards promulgated by the Attorney General of California.

## ARTICLE 9: OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a president, secretary, and chief financial officer, hereinafter referred to as "treasurer." The Board may also designate from among its ranks a chairperson of the Board and a vice-chairperson. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the chairperson of the Board or the president. In addition to the duties specified in this Article 9, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign. The officers in addition to the corporate duties set forth in this Article 9 shall also have administrative duties as set forth in any applicable contract for employment or job specification.

The officers shall be chosen by the Board at its annual meeting, and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the chairperson of the Board, the president, or the secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. 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 appointments to that office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2. Chairperson of the Board. The chairperson of the Board shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The chairperson is authorized to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation, except when by law the signature of the president (or executive director) is required.

Section 3. Vice Chairperson of the Board. The vice chairperson shall, in the absence of the chairperson, or in the event of his or her inability or refusal to act, perform all the duties of the chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chairperson.

Section 4. President (Executive Director). Subject to the control, advice and consent of the Board of Directors, the Board of Directors may appoint a president (also known as the Executive Director) who shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. Where appropriate, the Board of Directors shall place the executive director under a contract of employment. The executive director shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board. The executive director shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies adopted by the Board. The executive director is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation. The executive director shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 5. Secretary. The secretary shall keep or cause to be kept, at the corporation'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; and the names of the directors present at Board of Directors and committee meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

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

Section 6. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The treasurer shall send or cause to be given to 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 treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors, and shall render to the chairperson, president and directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the corporation. The treasurer shall have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board of Directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to the corporation of all its books, papers,

vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office.

## ARTICLE 10: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the chairperson of the Board, vice chairperson of the Board or the president and by the secretary or treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 3. Contracts with Directors. The Corporation shall comply with Government Code Section 87100 (known as the California Political Reform Act), and its Conflict of Interest Code. If required by the authorizer as a condition of the charter, the Charter School and the Board shall also comply with California Government Code Section 1090.

Section 4. Contracts with Non-Director Designated Employees. The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the River Montessori Charter School Conflict of Interest Code have been fulfilled.

## ARTICLE 11: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board;  
and
- c. Such reports and records as required by law.

The corporation shall keep at its principal California office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors 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 director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

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 (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

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

Section 4. Preparation of Annual Financial Statements. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

a. Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

(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 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, 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.

Section 5. Reports. The Board shall cause an annual report to be sent to all directors, within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and
- (e) Any information required under these bylaws; and

The report shall be accompanied by any pertinent report 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.

## ARTICLE 12: FISCAL YEAR

The fiscal year for this corporation shall begin on July 1 and shall end on June 30.

## ARTICLE 13: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of 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 the Charter School or make any provisions of these bylaws inconsistent with that Charter, the corporation's Articles of Incorporation, or any laws. . 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.

## ARTICLE 14: CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

## ARTICLE 15: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently acting secretary of the River Montessori Charter School, a California nonprofit public benefit corporation, and the above bylaws, consisting of 15 pages, are the bylaws of this corporation as adopted by the Board of Directors on November 19, 2007, as amended on January 29, 2008, and on May 19, 2008 and on September 19, 2013, and that they have not been amended or modified since that date.

Executed on September 19, 2013, at Petaluma, California.

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Bethany Laurence, Secretary