



**ARTICLE II**  
**PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES.**

The primary objectives and purposes of this corporation shall be to establish, manage, operate, guide, direct, raise funds for, and promote California public charter schools that provide a free education to students in grades K-8. These objectives and purposes may include, but not be limited to: academic classes, field trips, apprenticeships, educational travel, theater arts productions, and any and all other acts which may be related to the management, operation, guidance, direction and promotion of California public charter schools and/or the Montessori educational methodology.

Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

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

The Corporation (Sierra Montessori Academy) shall not discriminate against any individual in admission, the administration of programs or employment on the basis of race, religion, color, ethnicity, gender, national origin or sexual orientation or any other basis prohibited by federal or state law.

**ARTICLE III**  
**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, or 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 non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE IV**  
**CORPORATIONS WITHOUT MEMBERS**

This corporation shall have no voting members within the meaning of the Non-Profit Corporation Law. The corporation's School Governance Board may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the School Governance Board finds appropriate.

**ARTICLE V**  
**DIRECTORS**

**SECTION 1. GENERAL POWERS.**

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporations, bylaws, or Charters of the California public charter schools that are operated by the Sierra Montessori Academy, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the School Governance Board (also known as the "Board of Directors"). The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**SECTION 2. SPECIFIC POWERS.**

Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the School Governance Board shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require them security for faithful service.
- (b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
- (c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (d) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

### SECTION 3. DESIGNATED DIRECTORS AND TERMS.

The number of directors shall be no less than five (5) and no more than seven (7), unless changed by amendments to these bylaws. All directors shall be designated by the existing Board of Directors. All directors are to be designated at the corporation's annual meeting of the Board of Directors.

### SECTION 4. COMPLIANCE WITH THE CONFLICT OF INTEREST LAWS .

The Sierra Montessori Academy and its School Governance Board shall comply with the conflict of interest provisions of the Political Reform Act ("PRA") as set forth in California Government Codes Section 87100 et seq. and any attendant regulations as they may be amended from time to time. The Sierra Montessori Academy shall comply with any other provisions governing conflicts of interest as outlined in the respective charters for each campus.

### SECTION 5. CONTRACTS WITH DIRECTORS.

The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors have a material financial interest) unless all of the following apply:

- (a) The director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the School Governance Board meeting minutes.
- (b) The director with a material financial interest in the proposed contract or transaction recues himself/herself from any participation whatsoever in the proposed contract or transaction (e.g., the interested director who recues himself/herself shall not vote on the matter and shall leave the room when the vote is taken).
- (c) Such contract or transaction is authorized in good faith by a majority of the school Governance Board by a vote sufficient for that purpose.
- (d) Before authorizing or approving the transaction, the School Governance Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
- (e) The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

### SECTION 6. DIRECTORS' TERM.

Each director shall hold office for three (3) years and until a successor director has been designated and qualified, but are eligible for re-election.

**ARTICLE VI**  
**GOVERNANCE BOARD MANAGEMENT**

**SECTION 1. RESPONSIBILITIES OF THE SCHOOL GOVERNANCE BOARD.**

The business and affairs of Sierra Montessori Academy, as they relate specifically to Charter accountability and revision, appointment of the director, budget approval, and the school calendar, shall be managed under the direction of the School Governance Board and the Executive Director. The School Governance Board delegates the management of the day-to-day operation of the business of Sierra Montessori Academy to the Executive Director.

**SECTION 2. STANDARD OF CARE.**

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

**SECTION 3. ELECTION AND TERM OF OFFICE OF GOVERNANCE BOARD MEMBERS.**

The Governing Board of Sierra Montessori Academy shall consist of up to 5 members including the following positions: 4 Parent (Site) Representatives and 1 Community-at-Large Representative.

Elections of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

The Parent Representatives (non-SMA employees) be voted on during a school wide election. If there is no candidate for a Parent Representative, the Board may appoint to fill the seat until the following year, when a new election shall be held pursuant to the policy later in this paragraph. The Parent representative shall serve three-year terms, with new terms beginning on July 1st of that year. During the first term, the lengths of the terms will be staggered for the Parent Representatives. Parent shall be elected by an open vote held by the respective network communities between April 15th and May 31st. The logistics of the election process will be detailed in a separate policy.

The Parent Representatives must continuously be a parent/guardian of a currently enrolled student at the campus, for the duration of their term. If a Parent Representative is no longer a parent/guardian of a currently enrolled student at the campus, the Representative is required to vacate the position and the position will be filled according to Article VI, Section 5.

The Community-at-Large Representative may not be CMP employees. These Representatives shall be selected by a majority of the Governing Board every third year.

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

#### SECTION 5. VACANCIES.

When a vacancy on the board exists, nominations for new members may be received from present board members by the Secretary up to two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. Vacancy or vacancies in the School Governance Board shall be deemed to exist in the event of death, resignation, or removal of any School Governance.

No reduction of the authorized number of Members of the School Governance Board shall have the effect of removing any Member before that Board Member's term of office expires.

#### SECTION 6. RESIGNATION OF DIRECTORS.

Resignation, Termination and Absences. Resignation from the board must be in writing and received by the Secretary. A board member shall be dropped for excess absences from the board if he/she has any unexcused absences from board meetings. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

#### SECTION 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.

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

#### SECTION 8. MEETINGS; ANNUAL MEETINGS.

All meetings of the School Governance Board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

The School Governance Board shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the School Governance Board.

## SECTION 9. REGULAR MEETINGS.

Regular meetings of the School Governance Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the School Governance Board. At least 72 hours before a regular meeting, the School Governance Board, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

## SECTION 10. SPECIAL MEETINGS.

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

## SECTION 11. NOTICE OF SPECIAL MEETINGS.

- (a) In accordance with the Brown Act, special meetings of the School Governance Board 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.
- (b) 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 Directors are regularly held.
- (c) 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.
- (d) The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

## SECTION 12. QUORUM.

A majority of the number of voting members of the School Governing Board, then in office, shall be necessary to constitute a quorum for the transaction of business. The affirmative vote of a majority of the voting members of the School Governance Board present at any meeting at which there is a quorum assembled, is valid as a School Governance Board act. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Voting directors may not vote by proxy.

## SECTION 13. TELEPHONIC AND ELECTRONIC VIDEO MEETINGS.

If a necessity for purposes of achieving a quorum, members of the Board of Directors may participate in meetings via teleconference so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the school districts in which the CMP operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>1</sup>
- 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>

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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.

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



#### SECTION 14. ADJOURNMENT.

A majority of the Directors present, whether or not a quorum is present, may adjourn any School Governance Board meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the 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 15. COMPENSATION AND REIMBURSEMENT.

Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the School Governance Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

#### SECTION 16. CREATION OF POWERS OF COMMITTEES.

The board may create committees as needed, such as curriculum review, fundraising, scholarships, etc. The board Chair appoints all committee chairs.

The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Finance Committee. The Treasurer is the chair of the Finance Committee which includes at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other board members. The board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall be from July 1 through June 30. Annual reports are required to be submitted to the board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, the Nevada County Office of Education and the public.

#### SECTION 17. MEETINGS AND ACTION OF COMMITTEES.

Meetings and actions of committees of the School Governance Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The School Governance

Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the School Governance Board has not adopted rules, the committee may do so.

#### SECTION 18. NON-LIABILITY OF DIRECTORS.

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

#### SECTION 19. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.

The Sierra Montessori Academy and its School Governance Board shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

### **ARTICLE VII** **OFFICERS**

#### SECTION 1. OFFICERS.

Officers and Duties. There shall be three officers of the Board consisting of a Chair, Vice Chair and Secretary. Their duties are as follows:

- The Chair will convene regularly scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order, Vice-Chair, Secretary/Treasurer.
- The Vice-Chair will chair committees on special subjects as designated by the board.
- The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

#### SECTION 2. ELECTION.

The Chair of the School Governance Board shall be elected annually by a majority vote of the School Governance Board and shall serve at the pleasure of the Board of Directors. In the event that he or she resigns or is removed from the council, a successor shall be elected to serve the remainder of the term.

### SECTION 3. REMOVAL AND RESIGNATION OF OFFICERS.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority vote of the School Governance Board, at any regular or special meeting of the School Governance Board. Any officer may resign at any time by giving written notice to the School Advisory Council. Any resignation shall take effect at the date of the receipt of that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

### SECTION 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to that office.

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

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

### SECTION 7. VICE-Chair.

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

### SECTION 8. SECRETARY.

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the School Governance Board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committee of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at School Governance Board 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 members, of the board, and of committees of the School Governance Board that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the School Governance Board or by bylaws may require.

#### SECTION 10. DUPLICATION OF OFFICE HOLDERS.

Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the School Governance Board.

### **ARTICLE VIII** **LOANS TO DIRECTORS AND OFFICERS**

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

### **ARTICLE IX** **PROGRAM ADMINISTRATION – THE EXECUTIVE DIRECTOR**

The Executive Director is appointed by the School Governance Board. The Executive Director will serve as an “at will employee”. Duties of the Executive Director shall be those specified in a job description developed for the position and approved by the Board.

### **ARTICLE X** **RECORDS – REPORTS – INSPECTION**

#### SECTION 1. RECORDS.

Sierra Montessori Academy shall maintain adequate and correct accounts, books and records of its business and properties, in accordance with generally accepted accounting principles.

#### SECTION 2. INSPECTIONS AND REPORTS.

The Sierra Montessori Academy mandates that annual audits of the financial and programmatic aspects of the charter schools operated by the Sierra Montessori Academy shall be conducted and these audits will be made available to the governing boards of the school

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

### SECTION 3. CONTRACTS.

The School's Executive Director may enter into any contract or execute any instrument in the name of and on behalf of the Sierra Montessori Academy. Unless authorized by the Executive Director, no officer, agent or employee shall have any agreement or authority to bind Sierra Montessori Academy by any contract for any purpose or in any amount.

### **ARTICLE XI** **AMENDMENTS TO BYLAWS**

The School Governance Board may adopt, amend or repeal any of these Bylaws by a 2/3 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 Charters of the charter schools operated by the Sierra Montessori Academy nor make any provision of these Bylaws inconsistent with those Charters, the Corporations Code, the corporation's Articles of Incorporation or any laws.

### **CERTIFICATE OF SECRETARY** **OF SIERRA MONTESSORI ACADEMY**

A California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing amended Bylaws, comprising 14 pages, constitute the Bylaws of said corporation, as duly adopted at a meeting of the Sierra Montessori Academy Governance Board thereof held on March 17, 2011.

Karen Jaramillo  
Secretary to the Board

  
Signature

3-17-11

Dated