

RONALD REAGAN CHARTER SCHOOL ALLIANCE

Sycamore Academy of Science and Cultural Arts

SPECIAL Board Meeting Agenda

Renaissance Plaza

32326 Clinton Keith Road, Suite 202

Wildomar, CA 92595

Phone: (951) 678-5217

December 19, 2013 TIME @ 6:00 p.m.

Board Members Participating by Teleconference:

NONE

Board Members

William Sampson, President

Roland Skumawitz, Secretary/Treasurer

Ingrid Flores

Craig Richter

1.0 CALL TO ORDER

Introduction of Guests

The meeting was called to order by the _____ at _____.

2.0 OPEN GENERAL SESSION

ROLL CALL

Present

Absent

Mr. William Sampson

Mr. Roland Skumawitz

Dr. Ingrid Flores

Mr. Craig Richter

Other guests present:

3.0 INVITATION TO ADDRESS THE BOARD, CLOSED SESSION ITEMS: Comments

should be limited to 3 minutes. Unless an item has been placed on the published agenda in accordance with the Brown Act, there shall be no action taken, nor should there be comments on, responses to, or discussion of a topic not on the agenda. The Board members may: (1) acknowledge receipt of information/report; (2) refer to staff with no direction as to action or priority; or (3) refer the matter to the next agenda.

4.0 CLOSED SESSION:

Adjourn to Closed Session at _____(time).

Pursuant to Cal.Govt.Code section 54956.8, the Governing Board will meet in closed session on the following matters:

CONFERENCE WITH REAL PROPERTY NEGOTIATORS

Properties:

STREET ADDRESS/PARCEL # PROPERTY ONE: 23151 Palomar St., Wildomar, CA /

380-170-020

Agency negotiators:

- Benson Sainsbury
- Barbara Hale
- Richard J. Hansberger

Negotiating parties:

PROPERTY ONE: Mario Ybarra

Under negotiation: The Board will instruct the negotiators as to matters concerning the price of the property and the terms of payment.

5.0 RECONVENE OPEN GENERAL SESSION:

The board reconvened to General Session at _____ (time).

ROLL CALL	Present	Absent
Mr. William Sampson	_____	_____
Mr. Roland Skumawitz	_____	_____
Dr. Ingrid Flores	_____	_____
Mr. Craig Richter	_____	_____

Other guests present:

6.0 PLEDGE OF ALLEGIANCE

7.0 APPROVAL OF THE AGENDA

Motion: _____ Second: _____ Vote: _____

ROLL CALL	Aye	Nay	Abstentions
Mr. William Sampson	_____	_____	_____
Mr. Roland Skumawitz	_____	_____	_____
Dr. Ingrid Flores	_____	_____	_____
Mr. Craig Richter	_____	_____	_____

8.0 REPORT OUT OF CLOSED SESSION, IF APPLICABLE:

9.0 INVITATION TO ADDRESS THE BOARD, OPEN SESSION ITEMS:

Comments should be limited to 3 minutes. Unless an item has been placed on the published agenda in accordance with the Brown Act, there shall be no action taken, nor should there be comments on, responses to, or discussion of a topic not on the agenda. The Board members may: (1) acknowledge receipt of information/report; (2) refer to staff with no direction as to action or priority; or (3) refer the matter to the next agenda.

10.0 ACTION ITEMS:

10.1 Approve Revised Bylaws for the Ronald Reagan Charter School Alliance (Attachment 10.1)

Presented by: Barbara Hale, Director/Principal

Motion: _____ Second: _____ Vote: _____

ROLL CALL	Aye	Nay	Abstentions
Mr. William Sampson	_____	_____	_____
Mr. Roland Skumawitz	_____	_____	_____
Dr. Ingrid Flores	_____	_____	_____
Mr. Craig Richter	_____	_____	_____

11.0 BOARD COMMENTS

The Governing Board will take comments/updates from fellow board members, and the Director/Principal for future agenda issues.

12.0 ADJOURNMENT

Motion: _____ Second: _____ Vote: _____

ROLL CALL	Aye	Nay	Abstentions
Mr. William Sampson	_____	_____	_____
Mr. Roland Skumawitz	_____	_____	_____
Dr. Ingrid Flores	_____	_____	_____
Mr. Craig Richter	_____	_____	_____

The meeting was adjourned at _____.

THE ORDER OF BUSINESS MAY BE CHANGED WITHOUT NOTICE

Notice is hereby given that the order of consideration of matters on this agenda may be changed without prior notice.

REASONABLE LIMITATIONS MAY BE PLACED ON PUBLIC TESTIMONY

The Governing Board's presiding officer reserves the right to impose reasonable time limits on public testimony to ensure that the agenda is completed.

SPECIAL PRESENTATIONS MAY BE MADE

Notice is hereby given that, consistent with the requirements of the Bagley-Keene Open Meeting Act, special presentations not mentioned in the agenda may be made at this meeting. However, any such presentation will be for information only.

REASONABLE ACCOMMODATION WILL BE PROVIDED FOR ANY INDIVIDUAL WITH A DISABILITY

Pursuant to the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, any individual with a disability who requires reasonable accommodation to attend or participate in this meeting of the Governing Board may request assistance by contacting Sycamore Academy of Science and Cultural Arts

Telephone, (951) 678-5217;

FOR MORE INFORMATION

For more information concerning this agenda, please contact Sycamore Academy of Science and Cultural Arts

Telephone, (951) 678-5217.

BYLAWS OF RONALD REAGAN CHARTER SCHOOL ALLIANCE

ARTICLE I

Purposes

The corporation is organized for the public and educational purposes as specified in its Articles of Incorporation.

ARTICLE II

Offices

Section 1. Principal Office.

The corporation's principal office shall be located at 32326 Clinton Keith Road, Suite 202, Wildomar, CA 92595, County of Riverside, State of California. The Board of Trustees ("Board") is granted full power and authority to change the principal office from one location to another within California.

Section 2. Other Offices.

The Board at any place or places where the corporation is qualified to do business may at any time establish branch or subordinate offices.

ARTICLE III

Membership

Section 1. No Members.

Unless and until these Bylaws are amended to provide otherwise, this corporation shall have no statutory members, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. Any action, which would otherwise by law require approval by a majority of all members or approval by the members, shall require only approval of the Board. All rights, which would otherwise by law be vested in the members, shall rest in the Board.

Section 2. Associates.

Nothing in this Article shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such

reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law, including honorary or donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of Trustees/directors, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

ARTICLE IV

Board of Trustees

Section 1. Powers.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, and such local public agency laws as may be applicable to the corporation, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. 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. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time. Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law and not inconsistent with the corporation's Articles of Incorporation or these Bylaws or the corporation's approved charter(s):

- To select and remove all of the officers, agents and employees of the corporation;
- To prescribe powers and duties;
- To fix their compensation;
- To require security from them for faithful service;
- To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations;
- To adopt, make and use a corporate seal and to alter the form of the seal from time to time;

- To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;
- To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity in which it may lawfully engage;
- To act as Trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and
- To carry out such other duties as are described in the Charter school(s) as approved by the chartering authority and the Charter Schools Act of 1992 (Education Code Section 47600 et seq.).

Section 2. Number and Qualifications of Trustees.

The number of Trustees of the corporation shall not be less than five (5) and not more than nine (9).

The qualifications for Trustees are:

- The ability to attend board meetings;
- A willingness to actively support and promote the mission and vision of the charter school(s);
- Knowledgeable of Constructivist theory and practices;
- Knowledgeable of the charter petition(s); and
- Knowledgeable about roles and responsibilities of being a governing board member.

Section 3. Appointments and Term of Office.

The initial Trustees and Officers shall be appointed by the incorporator and shall serve staggered terms as determined by the Board at its first Board meeting. After initial terms, Trustees shall hold office for a term of two (2) years or until a successor has been selected. Thereafter, the Board shall, by a majority vote, select each Trustee from a slate of qualified candidates developed by the School Site Committee of the charter school(s) or absent such a slate, through a process of the Board's design.

The Lake Elsinore Unified School District Governing Board (the "District") reserves its right pursuant to Education Code Section 47604(b) to have a single voting representative on the RRCSA Board of Trustees, and if the District chooses to exercise this right, the representative shall be solely of the District's choosing. Any District representative appointed pursuant to Education Code section 47604(b) shall serve solely at the District's or its designee's discretion and may serve an unlimited number of consecutive terms. No restrictions on the appointment, qualifications, service or terms for removal of other

members of the Board of Trustees shall apply to any District appointee pursuant to Education Code section 47604(b) and such appointee shall serve at the pleasure of and be removed only by the action of the District or its designee.

Section 4. Resignation and Removal.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Trustee may resign by giving written notice to the president, the secretary, or the Board, unless the written notice specifies a later effective date. If the resignation is effective at a future date, a successor may be selected before such time, so as to take office when the resignation becomes effective.

Section 5. Vacancies.

A Board vacancy or vacancies shall be deemed to exist if any Trustee dies, resigns, or is removed, or if the authorized number of Trustees is increased. The Board may also declare vacant the office of any Trustee who has been convicted of a felony, or has been found to breach any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or deemed to be of unsound mind by any court of competent jurisdiction. A vacancy on the Board shall be filled only by resolution of the Board. Each Trustee so elected, appointed, or designated shall hold office until the expiration of the term of the replaced Trustee and continue to hold office until a qualified successor has been elected, appointed, or designated. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.

Section 6. Place of Meeting

Meetings of the Board shall be held at the principal office of the corporation or at any other place within the State of California or outside the State of California when authorized by the Ralph M. Brown Act (Gov. Code §54950 et seq., the "Brown Act") which has been designated in the notice of the meeting or, if there is no notice, by resolution of the Board.

Section 7. Meetings: Annual Meeting.

Annually the Board shall meet 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 Board.

Section 8. Regular Meetings.

Regular meetings of the Board, including annual meetings, amounting to at least nine (9) meetings per year, shall be held at such times and places as may from time to time be fixed by the Board.

Section 9. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the President, the Secretary or any combination of two Trustees. The party calling such special meeting shall determine the place, date and time thereof.

Section 10. Notice of Special Meetings.

Special meetings of the Board may be held only after each Trustee has received four (4) days' prior notice by first-class mail or twenty-four (24) hours' notice given personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail or other electronic means of communication. A twenty-four hour notice will be provided to media outlets including a brief general description of matters to be considered or discussed. Any such notice shall be addressed or delivered to each Trustee at the Trustee's address (or telephone or facsimile number, or electronic mail address, as applicable) as it is shown on the records of the corporation or as may have been given to the corporation by the Trustee for purposes of notice or, if an address (or telephone or facsimile number, or electronic mail address, as applicable) is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Trustees are regularly held. 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. 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 11. Quorum.

A majority of the Trustees then in office shall constitute a quorum. Every act or decision done or made by a majority of the Trustees at a meeting duly held at which a quorum is present is an act of the Board. Trustees may not vote by proxy.

Section 12. Telephonic and Electronic Video Meetings.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment pursuant to the requirements of the Brown Act.

Section 13. Adjournment.

A majority of the Trustees present, whether or not a quorum is present, may adjourn any Trustees 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 Trustees who were not present at the time of the adjournment.

Section 14. Rights of Inspection.

Board members reserve the right to review, inspect and/or copy at any reasonable time books, records, and documents of every kind maintained by the corporation, including

confidential student and employee records in those limited situations in which they are pertinent to a matter before the Board, as well as inspect the physical properties of the corporation. Such review is subject to any and all limitations of federal and state law and/or regulation in effect at the time such an inspection is requested.

Section 15. Board Committees.

The Board may appoint an executive committee and one or more other committees each consisting of two (2) or more Trustees to serve at the pleasure of the Board, and delegate to such committee any of the authority of the Board, except with respect to:

- The filling of vacancies on the Board or on any committee which has the authority of the Board;
- The fixing of compensation of the Trustees for serving on the Board or on any committee;
- The amendment or repeal of Bylaws or the adoption of new Bylaws;
- The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- The appointment of other committees having the authority of the Board;
- The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected; or
- The approval of any self-dealing transaction as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as permitted under Section 24 of this Article.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Trustees then in office, and any such committee may be designated as an executive committee or by such other name as the Board shall specify.

The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board, such committee, or these Bylaws otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV herein applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Committees so appointed shall be subject to Section 22 of these Bylaws.

Section 16. Other Committees.

The President, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board which do not have the powers of the Board. The President, with the approval of the Board, shall appoint members to serve on such committees, and shall designate the committee chair. If a Trustee is on a

committee, he or she shall be the chair. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee. The President, the chair of the committee or a majority of the committee's voting members may call meetings of a committee. Each committee shall meet as often as is necessary to perform its duties. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote. Any member of a committee may resign at any time by giving written notice to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later date if specified in the notice. The President may, with prior approval of the Board, remove any appointed member of a committee. The President, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

Committees so appointed shall be subject to Section 22 of these Bylaws.

Section 17. Fees and Compensation.

Trustees and members of committees shall not receive any compensation for their services; however, the Board may approve reimbursement of a Trustee's actual and necessary expenses incurred in the conduct of the corporation's business, such as food, lodging and mileage.

Section 18. Non-liability of Trustees.

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

Section 19. Interested Persons.

Not more than forty-nine percent (49%) of the Trustees serving on the Board may be "interested persons." An "interested person" is (i) any person compensated by the corporation for services rendered to it within the previous twelve (12) months whether as a full – or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee, and (ii) 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 of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation. Notwithstanding this provision, the corporation and Board shall at all times be subject to and comply with Government Code Section 1090 et seq. and the Political Reform Act of 1974 (Gov. Code §81000 et seq.), and the most restrictive provisions of those laws or this Section 20 shall control. This provision shall not be interpreted to permit any action or involvement by an interested person that would not be permitted pursuant to Government Code 1090 et seq. and the Political Reform Act of 1974.

Section 20. Standard of Care.

A Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Trustee, a Trustee 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:

- One or more officers or employees of the corporation whom the Trustee believes to be reliable and competent in the matters presented;
- Counsel, independent accountants or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or
- A committee of the Board upon which the Trustee does not serve as to matters within its designated authority, provided the Trustee believes merits confidence and the Trustee 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 21. Compliance with the Brown Act, Government Code Section 1090 et seq. and the Political Reform Act of 1974.

The corporation and the Board of Trustees shall comply with the Ralph M. Brown Act, Government Code Section 1090 et seq., and the Political Reform Act of 1974 (Gov. Code section 81000 et seq.), including all attendant regulations applicable to any such laws, as the same may be amended from time to time.

Section 22. Conflict with Charter Requirements.

In the case of a conflict between the requirements of the corporation's then approved charter petition and the provisions of the Articles of Incorporation and/or Bylaws, action taken in accordance with such Articles/Bylaws which conflicts with or is inconsistent with the requirements of the corporation's then approved charter petition shall be deemed a violation of the corporation's then approved charter petition, and in the case of such a conflict, the RRCSA Board of Trustees shall take prompt action to revise the Bylaws to make the Bylaws consistent with the requirements of the corporation's then approved charter petition or seek a material revision to the corporation's then approved charter petition to make the Bylaws and charter petition consistent. Should the provisions of the corporation's then approved charter petition conflict with the policies, practices, or terms of any collective bargaining agreement or other agreement of the corporation or its school, the provisions of the corporation's then approved charter petition shall prevail.

Section 23. Effecting Changes to Bylaws.

RRCSA shall provide written notice to the Lake Elsinore Unified School District Superintendent or designee of any proposed revisions to the Articles of Incorporation and/or Bylaws no less than four (4) weeks prior to consideration of adoption of the revision(s) by the RRCSA Board of Trustees. Should the District Superintendent or designee indicate that the District considers the proposed revisions(s) to be a material revision to SASCA/RRCSA's charter petition, RRCSA 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 revisions to the Charter. Should RRCSA adopt revision(s) to its Articles and/or Bylaws (in accordance with the requirements set forth in this paragraph) it shall provide a final copy of the revised document to the District within three (3) business days of the adoption of such revision(s).

Section 24. Persons Liable and Extent of Liability.

If a self-dealing transaction has not been approved as required by law, the interested Trustee(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the corporation, considering any benefit received by it and whether or not the interested Trustee(s) acted in good faith and with the intent to further the best interests of the corporation.

Section 25. Corporate Loans and Advances.

The corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Trustee or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Trustee, if, in the absence of such advance, such Trustee or officer would be entitled to be reimbursed for such expenses by the corporation, its parent or any subsidiary.

Section 26. Annual Report.

Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, the chief financial officer shall cause an annual report to be prepared and sent to each Trustee not later than one hundred and twenty (120) days after the close of the fiscal year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law as it may be in effect from time to time.

Section 27. Annual Statement of Certain Transactions and Indemnifications.

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnifications to each of the Trustees setting forth any transactions or indemnifications of a kind described in Cal. Corporations Code section 6322(d) or (e).

Section 28. Property Rights.

No Trustee shall have any right or interest in any of the corporation's property or assets.

ARTICLE V

Officers

Section 1. Officers.

The officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer or treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed by the Board. The same person may hold any number of officers, except that neither the Secretary nor the Treasurer may serve concurrently as President.

Section 2. Appointment of Officers.

Except as otherwise specified in Sections 3 and 10 of this Article, the officers of the corporation shall be chosen annually by the Board and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers.

The Board may appoint and may empower the President to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Section 4. President.

The President is the Chief Executive Office of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and affairs of the corporation. The President has the general management powers and duties usually vested in the office of president of a corporation, as well as such other powers and the Board may prescribe from time to time. The President shall be an ex officio voting member of each Board committee.

Section 5. Vice President.

In the absence or disability of the President, Vice President (or if more than (1) Vice President is appointed, in order of their rank as fixed by the Board or if not ranked, the Vice President designated by the Board) shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 6. Secretary.

The Secretary shall keep or cause to be kept, at the principal office of the corporation the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Trustees and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix or cause to be affixed the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary also shall keep or cause to be kept at the principal office, or at such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding; whether regular or special; if special how authorized; the notice thereof given; the names of those present and absent; and the

proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7. Chief Financial Officer (or Treasurer)

The Chief Financial Officer or Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Trustee. The Chief Financial Officer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board. The Chief Financial Officer shall disburse or cause to be disbursed the funds of the corporation as shall be ordered by the Board, shall render or cause to be rendered to the President and the Trustees, upon request, an account of all transactions as Chief Financial Officer. The Chief Financial Officer shall present or cause to be presented an operating statement and report, since the last preceding board meeting, to the Board at all regular meetings. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 8. Removal and Resignation.

The Board at any time may remove any officer, either with or without cause. In the case of an officer appointed by the President, the President shall also have the power of removal. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. 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.

Section 9. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VI

Indemnification

Section 1. Definitions.

For the purposes of this Article, "agent" means any person who is or was a Trustee, officer, or employee of this corporation, or is or was serving at the request of the corporation as a director, Trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, Trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; and "proceeding" means any threatened, pending completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5b of this Article.

Section 2. Indemnification in Actions by Third Parties.

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in the connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation.

This corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted regulator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

- In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such

proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

- Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations.

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

- A majority vote of a quorum consisting of Trustees who are not parties to such proceeding; or
- The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article. The provisions of Section 8 of this Article do not apply to advances made pursuant to this Section.

Section 7. Other Indemnification.

No provision made by this corporation to indemnify its or its subsidiary's directors, Trustees or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of members or Trustees/directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which: (i) persons other than such Trustees/directors and officers may be entitled by contract or under the provisions of the California Tort Claims Act; (ii) such Trustees/directors may be entitled under the provisions of the California Tort Claims Act; or (iii) either may otherwise be entitled. Nothing in this Article or these Bylaws shall limit or affect the corporation's obligation and agreement to carry out its defense, hold harmless, and indemnity obligations as described

in any approved charter or other agreement with the corporation's charter authorizing entity or entities.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5b, in any circumstances where it appears:

- That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. Non-applicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any Trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such Trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

Section 11. Indemnification and the California Tort Claims Act.

Notwithstanding any other provision of this Article VI, the corporation shall have the right and obligation to insure, defend, and indemnify the corporation's employees, officers, and directors for all claims brought pursuant to the California Tort Claims Act (Government Code Section 810, *et seq.*) to the fullest extent allowed under said Act.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year.

The fiscal year of the corporation shall be a fiscal year ending June 30.

Section 2. Inspection of Corporate Records.

The books of account and minutes of the proceedings of members and Trustees, and of any executive committee or other committees of the Trustees, shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 3. Checks, Drafts, Etc.

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 and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board or the executive committee, if any, or by the president.

Section 4. Endorsement or Execution of Documents and Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the chair of the Board, the president, certain designated vice-presidents, the secretary or the chief financial officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Additionally, by resolution of the Board, general signatory authority may be granted and delegated to other persons on behalf of the corporation. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board or the president. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation to any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5. Dissolution and Distribution of SASCA Assets.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation (including any obligations requiring the return of grant funds on the dissolution of the corporation), any capital assets, including facilities or property, purchased in whole or part with public funds will be distributed to a political subdivision of the state organized for educational purposes at the discretion of the corporation's governing board. Any remaining assets of the corporation shall be distributed to either (i) such organization organized and operated exclusively for educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) a state or political subdivision of a state of the United States to be used exclusively for public purposes.

ARTICLE VIII

Effective Date and Amendments.

Section 1. Effective Date.

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board directs otherwise.

Section 2. Amendments.

These Bylaws may be amended or repealed and new Bylaws adopted only by the vote of a majority of Trustees then in office.

Date: _____
William Sampson, President

Date: _____
Roland Skumawitz, Secretary
[END]