

BYLAWS
OF
UNIVERSITY HIGH SCHOOL

ARTICLE I

Purposes

The corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE II

Powers

The corporation shall have such powers as are now or may hereafter be granted by laws governing charter schools of the State of California and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

ARTICLE III

Status, Offices

The name of this corporation is University High School. The corporation operates one or more charter schools subject to the provisions of California Education Code, Section 47600 et seq., and any and all enabling provisions set forth at California Code of Regulations, Title 5.

The corporation shall have and continuously maintain in the County of Fresno, State of California, a principal office for the transaction of the corporation's business, and may have such other offices within the State of California as the Board of Directors may from time to time determine.

ARTICLE IV

Members

Section 1. No Regular Members. In accordance with Section 5310 of the California Nonprofit Public Benefit Corporation Law, the corporation shall have no members within the meaning of Section 5056 of that law. All actions which would otherwise require approval by a majority of all members or approval by members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

Section 2. Persons Associated With the Corporation. By resolution, the Board of Directors may create any advisory committees, boards, councils, honorary memberships or other bodies as it deems appropriate. The Board of Directors may not, however, delegate the authority of the Board to any such entities or persons. The Board of Directors may also, by resolution, confer upon any such class or classes of such persons some or all of the rights of a member under the California Nonprofit Corporation Law other than the right to vote

- (a) for the election of a Director or Directors or an Officer or Officers; or
- (b) on a disposition of all or substantially all of the assets of the corporation; or
- (c) on a merger; or
- (d) on a dissolution; or
- (e) on changes to the corporation's Articles of Incorporation or Bylaws;

all such voting rights being vested exclusively in the Board of Directors

ARTICLE V Board of Directors

Section 1. Definition of Terms. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated.

Section 2. General Powers. All the business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 3. Number. The authorized number of Directors shall be not less than three (3) nor more than seven (7) until changed by an amendment of this Section 3 of Article V. The Board may appoint or discontinue additional ex-officio members at any time.

Section 4. Selection and Tenure. Directors serve three (3) year terms on the corporation's Board of Directors. Terms shall be monitored and staggered so no more than three (3) terms end in a single year.

Upon mutual agreement, the Board may extend the term of members by one (1) year to achieve continuity (see Article VIII, Section 4). Directors may serve any number of terms, consecutively or non-consecutively.

Director Selection Process

- 1) Prior to the February meeting, the Board Chair will contact each Director whose term is ending, or who no longer qualifies to serve in the representation designation for which the Director was elected (See Article V, Section 5), to determine whether the Director is interested in continuing for a new term. The Chair will report the outcome of this determination to the Directors prior to the February meeting.
- 2) At the February meeting, during a closed session of the continuing Directors, board composition, needs, goals, and representation designations will be assessed. Based upon this assessment, a Director whose term is ending may or may not be redesignated, or re-elected to a new term by the continuing Directors.
- 3) At the February meeting, in open session, the outcome of the assessment and/or the results of the re-election, if any, will be reported. At this meeting, the Board will determine procedures to fill any upcoming vacancies.
- 4) Normally, new Directors will be nominated and elected during the March or April meeting, and prior to the final meeting of the school year.
- 5) Normally, the meeting in May is considered the final meeting of a Director whose term is ending at the end of the school year in May (so last meeting is in May but term continues until the end of the elective session). The term of a newly elected Director will begin with the last meeting of the school year usually held in June (usually held just after the school year has ended as board meetings usually take place the first Thursday of the month).
- 6) Board Officers will be nominated and elected/re-elected at the meeting in May. (See Article VII, Section 2)

Section 5. Composition of Board of Directors. The Board of Directors shall be constituted as follows: one (1) member representing the California State University, Fresno, School of Arts and Humanities (nominated by the Dean of Arts and Humanities); one (1) member representing the California State University, Fresno, Kremen School of Education and Human Development (nominated by the Dean of the Kremen School of Education and Human Development); one (1) member representing the California State University, Fresno, faculty (Music, Science or Math preferred) or administration; not more than one (1) member who is an agent or representative of the chartering school district; not more than three (3) parent representative members who are each the parent of unrelated students matriculated at University High School (this does not prohibit Directors serving in other board positions from having children who attend University High School); and not more than two (2) members representing the community serviced by the charter school hereunder. All members shall be officially nominated and elected by the Board of Directors. The current board shall have broad latitude with regard to the selection of ex-officio members and to adjust the makeup of the Board.

Section 6. Voting. Each member of the Board of Directors shall have one (1) vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

Section 7. Resignation and Removal. Any Director may resign from the Board at any time by giving written notice to the Chair or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office by majority vote of the Board of Directors. A Director shall automatically be removed from office if he or she fails to attend three (3) consecutive meetings of the Board of Directors without being excused there from.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors of the corporation shall be filled by the Board of Directors for the remainder of the vacated term.

Section 9. Compensation of Directors. No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize in advance the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors. Nothing in this Section shall be construed as precluding payment of salaries, wages and benefits to Directors who are also employees of the corporation.

Section 10. Inspection by Directors. Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. Any demand for inspection other than at a Directors' meeting shall be made in writing to the Chair, Secretary, or the Executive Director of this corporation. This inspection must be made by the Director in person,

provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

ARTICLE VI

Indemnification of Directors, Officers, and Other Agents

Section 1. Right of Indemnity. To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this Bylaw shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such, provided that the corporation need not exercise such right.

ARTICLE VII

Meetings of the Board of Directors

Section 1. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose.

Section 2. Annual Meeting. An annual meeting of the Board of Directors shall be held at the end of each school year, (normally the June meeting). Such meeting shall be held at the principal office of the corporation or at such other time and place as the Board of Directors may from time to time designate. Such meeting shall be for the purpose of electing/re-electing Officers of the corporation and for the transaction of such other business as may come before the meeting.

Section 3. Removal and Resignation. Any Officer elected by the Board of Directors may be removed from office by the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any elected Officer may resign from office at any time by giving written notice to the Chair or the Secretary of the corporation and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 4. Terms of Office and Vacancies. Except as provided in the case of Officers appointed under this Section 4 of Article VIII, each Officer shall hold office for a term of one (1) year or until his or her successor shall have been elected, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the Chairperson of and preside at all meetings of the Board of Directors and of the Executive Committee. The Chair shall be selected in the manner set forth above and the Chair shall be an ex-officio member of all committees which may be from time to time elected or appointed and may serve as Chairperson of the Executive Committee. The Chair may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed on behalf of the corporation, except in cases where the signing thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other Officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the functions of the Chair of the Board of a corporation and such other duties as

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may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair. In the absence of the Chair, the Vice-Chair shall perform all the duties of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be assigned to him or her by the Chair or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board of Directors may order of all meetings of the Directors and of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the Directors meetings. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given.

Section 8. Chief Financial Officer. The Chief Financial Officer shall keep, maintain, or supervise, or cause the keeping, maintenance, or supervision of, the deposit of all, assets, liabilities, receipts, disbursements, gains, losses, and other funds of this corporation in such bank or banks as may be designated by the Board of Directors. The Chief Financial Officer shall, upon proper request, issue an accounting of all implicated transactions, including any related report as to the financial condition of the corporation. The Chief Financial Officer shall discharge such other duties as pertain to the office or as may be prescribed from time to time by the Board of Directors or these Bylaws. If required by the Board of Directors, the Chief Financial Officer shall give a bond for the faithful discharge of his or her other duties in such sum and with such surety as the Board of Directors shall determine.

ARTICLE IX

Committees

Section 1. Committees. The Board may appoint one or more committees, each consisting of less than a quorum of voting Directors, and delegate to such committees any of the authority of the Board except with respect to

- (a) the filling of vacancies on the Board or on any committee;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee, should Article V, Section 9, be amended to allow such compensation;
- (c) the amendment or repeal of Bylaws or the adoption of any new Bylaws;
- (d) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal able;

- (e) the appointment of other committees of the Board or the members thereof; or
- (f) the approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporations Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present. Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members 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. Minutes shall be kept of each meetings of each committee.

Section 2. Committee Procedures. The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted.

Section 3. Advisory Committee. The Board of Directors shall create, appoint and empower one (1) or more advisory committee(s) variously constituted of parent(s), student(s), and charter community member(s), which committee(s) shall variously

- (a) advise and make recommendations to the Board of Directors in the areas of programs, operations, management, administration, admissions, fees, personnel, grants/contracts, and finances.

ARTICLE X

Contracts, Loans, Checks, Deposits. and Gifts

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors shall not make any loan of money or property to, or guaranty the obligation of, any Director or Officer, unless approved by the California Attorney General.

Section 3. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts. Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and shall end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. Rules. The Board of Directors may adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its Officers, agents, committees, and employees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors. Notwithstanding anything else herein and to the extent allowable by law, all such books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 4. Corporate Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California."

Section 5. Waiver of Notice. Whenever any notices are required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of the State of California, or under the provisions of the Articles of Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendment to Bylaws

Section 1. **Availability.** These Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, provided that the amendment has been submitted in writing at the previous regular meeting, or has been submitted in writing to the Directors at least thirty (30) days before such regular meeting.

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