

BYLAWS OF

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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 6020 Hughes Street, San Diego, County of San Diego, State of California. The Board of Directors ("Board of Trustees" or "Board") is granted full power and authority to change the principal office from one location to another within California.

Section 2. Other Offices.

Branch or subordinate offices may at any time be established by the Board at any place or places where the corporation is qualified to do business.

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 vest in the members shall rest in the Board.

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

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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:

i. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation’s Articles of Incorporation or these bylaws; to fix their compensation and to require security from them for faithful service;

ii. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with law, the corporation’s Articles of Incorporation or these bylaws;

iii. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;

iv. 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;

v. To carry on a business and apply any revenues in excess of expenses that results from the business activity to any activity in which it may lawfully engage;

vi. 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.

vii. 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;

viii. 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,

i. To carry out such other duties as are described in the Charter of Darnall Charter School as approved by the San Diego Unified School District and the Charter Schools Act of 1992 (Education Code Section 47600 *et seq.*).

Section 2. Number and Qualifications of Trustees.

i. The number of trustee of the corporation shall not be less than five (5) and not more than nine (9), with the exact number to be determined from time to time by a resolution of the Board. The Board shall be comprised of parent and community members; there will be two (2) trustees who are full-time Darnall Charter School employees who are not ~~on the Leadership Team~~ a school administrator, one (1) a member of and chosen elected by majority vote by the Darnall Charter Teachers Association (DCTA) and one (1) a full-time staff member at-large chosen elected by majority vote by all full-time staff members, unless and until changed by amendment of the Articles of Incorporation or by amendment to these bylaws. All trustees shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer designates a representative to serve on the Board of Trustees, the Board of Trustees may appoint an additional director to ensure an odd number of Board members. All trustees, except for the representative designated by the charter authorizer, shall be appointed by the existing Board of Trustees.

ii. The qualifications for trustees are generally the ability to attend board meetings, a willingness to actively support and promote Darnall Charter School, and a dedication to its educational philosophy and goals, provided that a trustee elected as full-time Darnall Charter School employee shall not be qualified to continue to serve in the event he or she is no longer a full-time Darnall Charter School employees at any time during his or her term of office.

Section 3. Appointment and Term of Office.

The initial trustees and officers were appointed by the Instructional Governance Council of Darnall E-Campus.

i. Trustees shall hold office for a term of three (3) years or until a successor has been selected. Trustees shall serve staggered terms to balance continuity with new perspective. Each trustee's term shall commence on the first Board meeting in October, and terminate three years later. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Trustees shall take office immediately following the close of the annual meeting at which they are elected. No Trustee shall serve more than two (2) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Trustees that have served two (2) consecutive three-year terms must take at least one year off before serving again.

ii. The Board shall, by a majority vote, select each trustee from a slate of qualified candidates developed through a process of the Board's design. The two (2) full-time Darnall Charter School employees are to be selected by the Darnall Charter School staff as defined in Article IV, Section 3iii and presented to the Board for election by a majority vote installation at the first meeting of the Board in October each year.

iii. One (1) Darnall Charter School employee Board trustee will be determined in an election conducted by Darnall Charter Teachers Association (DCTA). All DCTA members are eligible candidates ~~except members serving on the Leadership Team. One~~ .

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(1) Darnall Charter School employee Board trustee will be a full-time certificated or non-certificated staff member and be determined by majority vote of the School Leadership Council (SLC) all full-time certificated and non-certificated staff members. All full-time staff members are eligible candidates for this trustee position except members serving ~~on the Leadership Team as a school administrator. Leadership Team members are eligible to vote for either employee Board trustee as long as they are a member of the electing group.~~ DCTA or SLC will also use the same process to recommend candidates to fill vacancies in unexpired terms, if any, at the request of the Board.

Section 4. Resignation and Removal.

i. Subject to the provisions of Section 5226 of the California Nonprofit Public

Benefit Corporation Law, any trustee may resign effective upon giving written notice to the chairperson, the secretary, or the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

ii. Any trustee, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation (“Brown Act”). The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a trustee shall be filled as provided in Section 5.

Section 5. Vacancies.

i. 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.

ii. The Board may also declare vacant the office of any trustee who has been convicted of a felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind by any court of competent jurisdiction.

iii. Vacancies on the Board of Trustees, except for the representative appointed by the charter authorizer, may be filled by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by (a) the affirmative vote of a majority of the trustees then in office at a regular or special meeting of the Board, or (b) a sole remaining trustee. A vacancy in the seat of the representative of the charter authorizer shall be filled by the

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charter authorizer.. Each trustee so 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 appointed, or designated.

iv. 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 unless the Board of Trustees designates another location in accordance with these bylaws. The Board of Trustees may also designate that a meeting be held at any place within the granting agency’s boundaries designated in the notice of the meeting. All meetings of the Board of

Trustees shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 7. Meetings; Annual Meeting.

i. 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 noticed by the Board of Trustees in accordance with the Brown Act..

ii. Notwithstanding any other provision of these Bylaws, to the extent required by law, all meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act.

Section 8. Regular Meetings.

Regular meetings of the Board of Trustees, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Trustees. At least 72 hours before a regular meeting, the Board of Trustees, 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. The Board shall meet at least three (3) times per year, including the annual meeting.

Section 9. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the chairperson, if there is such an officer, or a majority of the Board of Trustees. If a chairman has not been elected then the President is authorized to call a special meeting in place of the chairman. The party calling such special meeting shall determine the place, date and time thereof.

Section 10. Notice of Special Meetings.

In accordance with the Brown Act, special meetings of the Board of Trustees may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Trustees shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

i. 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.

ii. 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.

iii. The notice of special meeting shall state the time of the meeting, the place, 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 present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such meeting. Trustees may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 12. Teleconference Meetings.

Members of the Board of Trustees may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Trustees shall participate in the teleconference meeting from locations within the boundaries of the granting agency in which the Corporation operates;

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- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Trustees 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 Trustees participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda ;¹
- 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 Trustees directly at each

teleconference location; and

- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

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. 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 and to the public in the manner prescribed by the Brown Act.

Section 14. Rights of Inspection.

Subject to applicable federal and state laws regarding pupil confidentiality, every trustee has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 15. Board Committees.

a. The Board, by resolution adopted by a majority of the trustees then in office, may create one or more committees of the Board, each consisting of two or more trustees and no one who is not a trustee, to serve at the pleasure of the Board. Appointments to committees of the Board of Trustees shall be by majority vote of the trustees then in office. The Board of Trustees may appoint one or more trustees as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Trustees' resolution,

¹ This means that members of the Board of Trustees 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.

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

except with respect to: The filling of vacancies on the Board or on any committee which has the authority of the Board;

b. The amendment or repeal of bylaws or the adoption of new bylaws;

c. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

d. The appointment of other committees having the authority of the Board; e. or

Minutes shall be kept of each meeting of each committee.

Section 16. Other Committees.

a. The committee chairperson, 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 chairperson, with the approval of the Board, shall appoint members to serve on such committees. 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.

b. Meetings of a committee may be called by the chairperson, the chair of the committee or a majority of the committee's voting members. 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.

c. Any member of a committee may resign at any time by giving written notice to the chairperson. 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 time specified in the notice. The chairperson may, with prior approval of the Board, remove any appointed member of a committee. The chairperson, 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.

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Section 17. Meetings and Actions of Committees.

Meetings and actions of committees of the Board of Trustees shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Trustees' 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 Trustees' resolution or, if none, by resolution of the committee.

Section 18. 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.

Section 19. Nonliability of trustees.

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

Section 20. 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.

Section 21. 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:

i. One or more officers or employees of the corporation whom the trustee believes to be reliable and competent in the matters presented;

ii. Counsel, independent accountants or other persons as to matters which the trustee believes to be within such person's professional or expert competence; or

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iii. A committee of the Board upon which the trustee does not serve that is composed exclusively of any or any combination of trustees or persons described in paragraph i. or ii., 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 therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 22. Contracts with Directors.

The Corporation shall not enter into a contract or transaction in which a trustee directly or indirectly has a material financial interest (nor shall the Corporation enter into any

contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's trustees are directors and have a material financial interest).

Section 23. Contracts with Non-Trustee Designated Employees.

The Corporation shall not enter into a contract or transaction in which a non-trustee designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

Section 24. 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 25. Annual Report.

The Board of Trustees shall cause an annual report to be prepared and sent to itself (the members of the Board of Trustees) within 120 days after the close of the fiscal year. That report shall contain in appropriate detail the following:

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

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- f. An independent accountant's report, or if none, the certificate of an authorized officer of the corporation of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 26. Annual Statement of Certain Transactions and Indemnifications. The

Corporation shall comply with Corporations Code section 6322.

Section 27. Property Rights.

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

Section 28. General Public Agency Prohibitions Governing Certain Transactions.

Notwithstanding the foregoing Sections, nothing in this Article IV shall be construed to authorize any transaction otherwise prohibited by California Government Code Section 81000 et seq., or other applicable laws.

ARTICLE V
Officers

Section 1. Officers.

The officers of this corporation shall be a chairperson, President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, one or more vice chairpersons, one or more assistant secretaries, one or more assistant Chief Financial Officers, and such other officers as may be elected or appointed by the Board. 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 the President or chairperson.

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 chairperson 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, also known as the Chief Executive Officer, shall serve as the executive officer 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 Chief Executive Officer is appointed by the Board, chosen from the Leadership Team, and shall have powers and duties as prescribed by the Board.

Section 5. Chairperson.

The Chairperson shall preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board.

Section 6. Vice Chairperson.

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

Section 7. 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; the vote or abstention of each Board member present for each action taken 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 8. Chief Financial Officer

The Chief Financial Officer is appointed by the Board, ~~chosen from the Leadership Team,~~ and shall have powers and duties as prescribed by the Board. 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,

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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 at all reasonable times.

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 chairperson and the trustees, upon request, an account of all transactions as Chief Financial

Officer. The Chief Financial Officer shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation. 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.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Trustees for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

Section 9. Removal and Resignation.

Any officer may be removed, either with or without cause, by the Board at any time. In the case of an officer appointed by the chairperson, the chairperson 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 10. 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 Indemnification.

To the fullest extent permitted by law, the Corporation shall indemnify its trustees, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines,

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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 that section of the Corporations Code.

Section 2 Indemnification in Actions by or in the Right of the corporation

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

Section 3 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 4 Nonapplicability 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 5140 of the California General Corporation Law.

Section 5. 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 trustees 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 director.

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 chairperson of the Board, the director, certain designated vice-chairperson, 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 director. 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.

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.

[END]

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Darnall Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 18 pages, are the bylaws of the Corporation as adopted by the Board of Trustees on June 6, 2019; and that

these bylaws have not been amended or modified since that date.

Executed on June 6, 2019 at San Diego, California.

Date: June 6, 2019

Carole Hill, Secretary