

**BY LAWS OF  
SANTA YNEZ VALLEY CHARTER SCHOOL, INC.  
(CALIFORNIA CORPORATION NO.: 2192995)**

**ARTICLE I: OFFICES**

- 1.11 The principal office of the Corporation for its transaction of business is located in Santa Ynez, County of Santa Barbara, State of California.
- 1.12 The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Santa Barbara, California. Any such changes shall be noted by the Secretary in these Bylaws, but shall not be considered an Amendment to these Bylaws.

**ARTICLE II: MEMBERS**

- 2.1 The Corporation shall not have any members.
- 2.2 Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest under the non-profit public benefit law in the members shall vest in the Directors.

**ARTICLE III: DIRECTORS**

3.1 Powers

- 3.1.1 General Corporate Powers. Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporations activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- 3.1.2 Specific Powers. Without prejudice to the General Powers set for the in Section 3.1.1 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:
  - A. Appoint and remove, at the pleasure of the Board, all the Corporations' Officers, Agents, and Employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation, if any, and require from them security for faithful performance of their duties.

- B. Change the principal office or the business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other State, territory, dependency or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meetings.
- C. Adopt and use a Corporate Seal and alter the form of the Seal.
- D. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, Promissory Notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecations, other evidences of debt and securities.
- E. To elect and remove Directors.
- F. To enter into contracts, leases, and other agreements, which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation.

### 3.2 Designation and Qualifications of Directors

The authorized number of Directors of the Corporation shall be nine (9) until a different number is specified in any amendment to this Section 3.2 duly adopted in the manner provided by Section 3.2.1 below.

3.2.1 **Change in Authorized Number.** A change in the authorized number of Directors of the Corporation or a change from a fixed to a variable number of Directors, shall be made only by Amendment of the Articles of Incorporation or by a Bylaw amending this Section 3.2 duly adopted by a vote or written consent of a majority of the Board of Directors.

3.2.2 **Designated Directors.** The Board of Directors shall be made up of:

- A. Six members representing the interests of SYVCS community, which may include parents of SYVCS students;
- B. Two full-time certificated employees; and
- C. College School District's representative in accordance with Education Code § 47604(b). Said representative or designee may not be removed by a vote of the Board of Directors of this Corporation. Any request for removal of this representative must be made by petition to the Board of Trustees of the College School District, said petition being signed by a majority or quorum of the remaining Directors, not including the College School District representative, and presented at a duly noticed meeting of the Board of Trustees of the College School District as an Action Item.

Any such request for the removal of the District's representative or designee shall be accompanied by an affidavit or declaration under oath, setting forth the factual basis upon which the remaining members of the Board of Directors of this Corporation request the removal of the District's representative or designee.

The Executive Director/Principal will attend Board meetings and advise the Board, but shall not serve as a member of the Board.

3.2.3 Director Term.

A. Parent/Community Member Director Term. Each Parent/Community member Director shall hold office for three (3) years, not to exceed two (2) successive terms, and until a successor Director has been designated and qualified.

B. Certificated Employee Director Term. Each certificated employee director is chosen by the certificated employees and shall serve one school year, not to exceed two (2) successive terms.

C. College School District Representative Director Term. The College School District representative Director is selected by the District and serves in perpetuity unless replaced by College School District or in accordance with section 3.2.2 C of these Bylaws.

3.2.4 Restriction on Interested Persons as Directors. No more than 49% of the persons serving on the Board may be interested persons. An interested person is (a) any person compensation by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, decedent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law of any such interested person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

3.2.5 Conflict of Interest. Any Director, Officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or any Board committee for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interests. The body to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. Any other

Board member may also make known to the Board or Board committee any known conflict that may exist with any other Board member. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussions or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

- A. Regular annual statements from Directors, Officers, and employees to disclose existing potential conflicts of interests; and
- B. Corrective and disciplinary actions with respect to transgressions of such policies.

For the purposes of this Section, a person shall be deemed to have an “interest” in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Director, Trustee, or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation. This definition is not all inclusive, and does not limit any determination by the Board of any potential conflict by any Board member, officer, employee or committee member.

- 3.2.6 Restriction on Board Membership. No Board member shall be a spouse or significant other of any other Board member, or certificated employee of the Corporation.
- 3.2.7 Voting Restrictions on Employee Board Members. Directors who are employed by Santa Ynez Valley Charter School are automatically deemed to have a disqualifying interest pursuant to the Santa Ynez Valley Charter School Conflict of Interest Code for purposes of personnel actions, budget adoption, contracts in excess of \$10,000 and employee evaluation issues. The requirements of the Santa Ynez Valley Charter School Conflict of Interest Code, including disclosure and recusal, must be followed for any disqualifying interest. The above enumerated disqualifying interests are not exclusive and are in addition to any disqualifying interests that may be determined on a case-by-case basis.

### 3.3 Vacancies on the Board

- 3.3.1 Events Causing Vacancies. A vacancy or vacancies on the Board shall exist on the occurrence of the following:
  - a. The death or resignation of any Director;
  - b. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of Court,

convicted of a felony, or found by final order or judgment of any Court to have breached a duty under Article 3 of Chapter 2 of the California Non-Profit Public Benefit Corporation law;

- c. The increase of the authorized number of Directors; or
- d. The removal of a Director pursuant to Section 3.1.2 E.

3.3.2 Resignations. Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

3.3.3 Filing Vacancies. Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director, as the case may be.

3.3.4 No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### 3.4 Directors' Meetings

3.4.1 Brown Act. Because the Corporation operates as a Charter School pursuant to the provisions of Education Code Sections 47600, et seq. meetings of the Charter School Board of Directors are subject to the provisions of the Ralph M. Brown Act (the "Brown Act"), Government Code Sections 54950, et seq., pursuant to the authority of Government Code Section 54952(c)(2).

3.4.2 Place of Meetings. Meetings of the Board shall be held in Santa Ynez, Santa Barbara County, California.

3.4.3 Meetings by Telephone or Video. Any meetings may be held by conference telephone, video or similar communication equipment, as long as all Directors participating in the meeting can hear one and another and the procedures pertaining to the meeting comply with Government Code Section 54953. All such Directors shall be deemed to present in person at such a meeting.

3.4.4 Annual Meeting. The Board shall hold its regular annual meeting for purposes of organization, election of Directors and Officers, and transaction of other business at a date and time to be determined by the Board, but no later than October 31st of each calendar year, unless the Board fixes another time or date and so notifies all Directors as provided herein.

3.4.5 Regular Meetings. Regular meetings of the Board may be held with notice pursuant to the Brown Act at such time and place as the Board may fix from time to time.

3.4.6 Special Meetings.

A. Authority to Call. Special meetings of the Board may be called for any purpose at any time by the Chairman of the Board, if any, the President, or any Vice President, or the Secretary or any two Directors.

B. Notice.

1. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

a. By personal delivery of written notice;

b. By first class mail, postage prepaid;

c. By telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or

d. By telefax or email (all such notice shall be given or sent to the Director's address, telephone or fax number, or email address as shown on the records of the Corporation).

2. The Public shall receive notice of special meetings pursuant to the provisions of the Brown Act.

3.4.7 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of the business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation law, including, without limitations, those provisions relating to:

a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;

b. Creation of an appointment(s) to committees of the Board; and

c. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least the majority of the required quorum for that meeting.

- 3.4.8 Waiver of Notice. Notice of a meeting may not be given to any Director who, either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the Minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her. Such waivers of notice shall not relieve the duty to provide notice to members of the public as required by law.
- 3.4.9 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- 3.4.10 Notice of Adjourned Meeting. Notice to the Directors of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were present at the time of the adjournment. Notice of any such adjournment must comply with the procedures specified in Government Code Section 54955.

### 3.5 Compensation and Reimbursement

Directors shall not receive compensation for their service as Directors or Officers, but may receive reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

### 3.6 Committees

- 3.6.1 Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, may create one or more committees - each consisting of two or more Directors (but not persons who are not Directors) to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
- A. Take any final action on any matter than, under the California Non-Profit Public Benefit law, would also require approval of a majority of all members, if the Corporation had members;

- B. Fill vacancies on the Board or any committee that has the authority of the Board;
- C. Fix compensation of the Directors for serving on the Board or any Committee;
- D. Amend or repeal Bylaws or adopt new Bylaws;
- E. Amend or repeal any Resolution of the Board that by its express terms is not so amendable or repealable;
- F. Create any other committees of the Board or appoint the members of committees of the Board;
- G. Expend Corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected;
- H. Approve any contract or transaction to which the Corporation is a party and which one or more of its Directors has a material financial interest, except as special approval as provided for in Section 5233(d)(3) of the California Corporations Code.

3.6.2 Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except at the time for regular meetings of such committees and the calling of special meetings of such committees may be determined by either Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the Corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws, or, in the absence of the Rules adopted by the Board, the committee may adopt such Rules.

3.6.3 Standing Committees of the Board. Standing committees are formed to perform a regular function from year to year, and these committees shall comply with the Brown Act as to the public notices required for committee meetings, as well as practices and procedures of the committee, including without limitation the obligation of committee members to refrain from transacting business or discussing committee business between themselves except at publicly noticed meetings. Ad hoc committees, i.e., committees formed to fulfill a particular function for a limited time, need not comply with Brown Act notices and procedures.



## ARTICLE IV: OFFICERS

### 4.1 Officers of the Corporation

The officers of the Corporation shall be a Chairman of the Board, a President, who is the Executive Director/Principal, a Secretary, and a Chief Financial Officer or Treasurer. The Corporation may also have, at the Board's discretion, a Vice President, Assistant Secretary or Assistant Treasurer, and such other Officers as may be appointed in accordance with Section 4.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

### 4.2 Election of Officers

The offices of the Corporation, except those appointed under Section 4.3 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

### 4.3 Other Officers

The Board may appoint and may authorize the Chairman of the Board, the President, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

### 4.4. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board.

### 4.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

### 4.6 Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

### 4.7 Responsibilities of Offices

4.7.1 Chairman of the Board. The Chairman of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties the Board

may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the Corporation prescribed in these Bylaws.

- 4.7.2 President. The Executive Director/Principal shall serve as President of the Corporation, and is not a voting member of the Board. Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers.
- 4.7.3 Vice President. If the President is absent or disabled, the Vice President, if any, shall perform all duties of the President. The Vice President shall have such other powers and perform such other duties as the Board or bylaws may prescribe.
- 4.7.4 Secretary.
  - A. Book of Minutes. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place(s) as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.
  - B. Notices, Seal, and other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 4.7.5 Chief Financial Officer/Treasurer
  - A. Books of Account. The Chief Financial Officer/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer/Treasurer shall send or cause to be sent to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
  - B. Deposit and Disbursement of Money and Valuables. The Chief Financial Officer/Treasurer shall deposit, or cause to be deposited, all money and

other valuables in the name and to the credit of the Corporation and with such depositories as the Board may designate, and shall disburse the Corporation's funds as the Board may order, but may not, on his or her own signature, draw funds from any bank account in the name of the Corporation. All withdrawal instruments shall require the signature of at least two Directors, duly appointed by the Board, to execute such instrument for any sums drawn in excess of \$500.00. The Board may, at its discretion, establish a cost or petty cash account, separate and distinct from the main banking accounts maintained by the Corporation, to allow for day to day expenses, with no one withdrawal exceeding \$500.00. The Chief Financial Officer/Treasurer shall render to the Chairman of the Board, and the Board, when requested, an account of all transactions as Chief Financial Officer/Treasurer and monitor the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe, and will further comply, in all respects required, with the financial reporting requirement of California Education Code § 47601, et seq., pertaining to Charter Schools.

- C. Bond. If required by the Board, the Chief Financial Officer/Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the 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.

## **ARTICLE V: INDEMNIFICATION**

### **5.1 Right of Indemnity**

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying 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 meaning as in Section 5238(a) of the California Corporations Code.

### **5.2 Approval of Indemnity**

On written request to the Board by any persons seeking indemnification under Section 5238(a) or 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 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, then indemnification may be authorized by the court in which such proceedings is or was pending, upon application made by the Corporation or the party seeking indemnification or his or her attorney.

### 5.3 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 Sections 5.1 and 5.2 of 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.

## **ARTICLE VI: 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 arising out of the officer's Director's, employee's, or agent's status as such.

## **ARTICLE VII: RECORDS AND REPORTS**

- 7.1 Maintenance of Corporate Records. The Corporation shall keep and maintain the following corporate records:
- A. Adequate and correct books and records of account; and
  - B. Written minutes of the proceedings of its Board, and committees of the Board.
- 7.2 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.
- 7.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- 7.4 Annual Report. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. The Corporation's fiscal year

shall begin on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup> of the following year. That report shall contain the following information, in appropriate detail, for the fiscal year.

7.4.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

7.4.2 The principal changes in assets and liabilities, including trust funds.

7.4.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

7.4.4 The expenses or disbursements of the Corporation both for unrestricted and restricted purposes.

7.4.5 Any information required by Section 7 of these Bylaws.

The annual report shall be accompanied by any report of its independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

7.5 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver or otherwise furnish to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year.

A. Any transaction (a) in which the Corporation, its parent, or its subsidiary was a party, (b) in which an "interested person" had a direct or indirect material financial interest, (c) which involved more than \$50,000.00, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.00. For this purpose, an "interested person" is either of the following:

1. Any Director or officer of the Corporation, parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
2. Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of that partnership need be stated.

- B Any indemnification of advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or Director of the Corporation under Section 5 of these Bylaws.

**ARTICLE VIII: CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neutral, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Whenever any provisions of these Bylaws are in conflict with the provisions of the Charter, the provisions of these Bylaws control.

**ARTICLE XI: AMENDMENTS TO THE BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted only by a majority of the Directors present at any meetings, if at least two (2) days’ written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting, or by unanimous written consent without a meeting; provided, however, that these Bylaws shall not be amended in manner which would make any provision hereof inconsistent with the nonprofit, tax exempt character and status of the Corporation.

DATE: \_\_\_\_\_

SANTA YNEZ VALLEY CHARTER SCHOOL, INC.

By: \_\_\_\_\_

Chairman of the Board

ATTEST:

\_\_\_\_\_  
Secretary of the Board

