

BYLAWS
of
ALAMEDA COMMUNITY LEARNING CENTER
Revised and Adopted November 2, 2005
A Public Charter School of the Alameda Unified School District
A Public Non-Profit Benefit Corporation (Pending 1/06)

I. Governing Board

- A. Powers: The Governing Board (hereinafter “Board”) shall conduct or direct the affairs of the charter school and exercise its powers, subject to the limitations of the California Charter School Law, the approved Charter, the MOU between the parties, and these Bylaws. The Board may delegate the management of the activities of the charter school to others, so long as the affairs of the charter school are managed, and its powers are exercised, under the Board's ultimate jurisdiction. Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:
1. To seat, elect and remove Board Members.
 2. To appoint the Lead Facilitator and Development Director of the charter school.
 3. To recommend for hire and recommend for removal officers, agents and staff for assignment to the charter school; to prescribe powers and duties for them.
 4. To award diplomas to ACLC Learners, consistent with the policies and graduation requirements of the charter school.
 5. To manage and oversee the financial affairs of the charter school, including review, approval and monitoring of the annual budget.
 6. To conduct, manage and control the affairs and activities of the charter school, and to make rules and regulations.
 7. With AUSD written approval, 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 charter school.
 8. With AUSD written approval, to acquire real or personal property, 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 such property.
 9. With AUSD written approval, to borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
 10. To indemnify and maintain insurance on behalf of any of its Board Members, officers, employees or agents for liability asserted against or

incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the California Charter School Law and the limitations noted in these Bylaws.

11. Number of Board Members: The number of (voting) Board Members of the charter school shall be eight (8), as provided in the Charter.

II. Election of Board Members

- A. Election. The ACLC Lead facilitator shall automatically be a Board Member. The remaining Board Members shall be selected as follows:
 1. Facilitators. Two Facilitator Representatives shall be selected by the facilitator employees of the charter school.
 2. Learners. Two Learner Representatives shall be selected through a democratic process by all learners at the charter school.
 3. Parents. Two Parent Representatives elected by a vote of the Lead Facilitator, two Facilitator Representatives, and two Learner Representatives. In appointing the parent members, the Facilitator Representatives and Learner Representatives shall consider candidates nominated by the ACLC parents through a democratic and representative process.
 4. Community. One Community Representative elected by a vote of the Lead Facilitator, two Facilitator Representatives, and two Learner Representatives.
 5. Alameda Unified School District. One AUSD Representative selected by the AUSD Board of Education or the Superintendent as its designee. The AUSD Representative shall be a non-voting member of the board.
 6. The ACLC Development Director shall be a non-voting member of the board.
- B. Eligibility. In each category, the persons selected to serve on the Board must be willing to serve the best interests of the charter school faithfully and effectively.
- C. Interested Persons. Not more than 49% of the persons serving on the Board may be interested persons. An "interested person" is:
 1. any person currently being compensated by the charter school for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Board Member as a Board Member; or
 2. any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law or father-in-law of any such person.

III. Term of Office

- A. ACLC Facilitator Board members shall be elected annually by the facilitator staff as a whole and shall serve a one year term, but may be elected again as long as they do not exceed five (5) consecutive years. The ACLC Lead Facilitator will automatically serve as a facilitator representative as long as he/she is Lead Facilitator.
- B. Parent Board members shall serve a two year term and be selected in accordance with the charter provisions and terms will be staggered.
- C. Learner board members, one boy and one girl, shall be selected by vote of the learner community each spring. Their term shall be one year.
- D. No Board Member, other than the ACLC Lead Facilitator or the AUSD Representative, may serve for more than five (5) consecutive years.
- E. The term of office of a Board Member elected to fill a vacancy begins on the date of the Board Member's election, and continue for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Board Member.
- F. A Board Member's term of office shall not be shortened from or extended beyond that for which the Board Member was elected by amendment of the Charter or the Bylaws or other Board action.
- G. Board Members who are the Lead Facilitator, Facilitator Representatives, Learner Representatives and AUSD Representative shall be seated at the Annual Meeting. After being seated, the Lead Facilitator, Facilitator Representatives and Learner Representatives shall elect the Board Members who are Parent Representatives and the Community Representative by the vote of a majority that shall include at least one Learner Representative.

IV. Resignation and Removal of Board Members

- A. The Board may remove any Board Member who:
 - 1. Has failed to attend three or more of the Board's Regular Meetings that were held during the member's term of office in any calendar year;
 - 2. Has been declared of unsound mind by a final order of court;
 - 3. Has been convicted of a felony;
 - 4. Has been found by a final order or judgment of any court to have breached any duty imposed by the California Charter School Law; or
 - 5. For such other good causes as the Board may determine.
- B. Resignation by Board Member: A Board Member may resign by giving written notice to the Board Chair. The resignation is effective on the giving of notice, or at any later date specified in the notice. A Board Member may not resign if the Board Member's resignation would leave the charter school without a duly elected Board Member in charge of its affairs.
- C. Vacancies: A vacancy is deemed to occur on the effective date of the resignation of a Board Member, upon the removal of a Board Member, or upon a Board Member's death.

V. Compensation of Board Members

- A. Board Members shall serve without compensation with the exception of the two facilitators who shall be paid at their hourly rate for meeting attendance. However, the Board may approve reimbursement of a Board Member's actual and necessary expenses while conducting charter school business.

VI. Charter School Principal Location

- A. The charter school's principal location shall be at 210 Central Avenue, Alameda, California 94501, or at such other place as the Board may select by resolution or amendment of the Bylaws.

VII. Meetings of the Board

- A. Place of Meetings: Board Meetings shall be held at the charter school's principal location or at any other reasonably convenient place as the Board may designate within the boundaries of the Alameda Unified School District, or as specified in applicable California public meeting laws.
- B. Annual Meetings: An Annual Meeting shall be held in May of each year for the purpose of seating and electing Board Members, electing Board officers, setting a schedule for Regular Meetings, appointing committees, identifying the mission, goals and authority of committees, approving the annual budget, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.
- C. Regular Meetings: Regular Meetings shall be held monthly or as needed at various times within the year as the Board determines at its Annual Meeting.
- D. Special Meetings: A Special Meeting shall be held at any time called by the Chair or by a majority of the Board.
- E. Adjournment: A majority of the Board Members present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given to absent Board Members by facsimile or e-mail, or communicated orally in person or by recorded message.
- F. Notices: Notices of Board Meetings shall be given to Board members as follows:
1. Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or e-mail.
 2. Notices will be deemed given when deposited in the United State mail, addressed to the recipient at the address shown for the recipient in the charter school's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Board Member of to a person whom it is reasonably believed will communicate it promptly

- to the Board Member, or to a telephone message recording system
3. Regular meeting notices (agendas) will be posted 72 hours in advance.
- G. Public Notice of and Participation in Board Meetings: The ACLC Governing Board will comply with the requirements of California's public meeting laws with respect to public notice and written agendas of meetings and opportunities for public participation in such meetings. Any member of the ACLC extended community may request the placement of an item on the Board's agenda by making such request to the Chair no less than nine (9) days in advance of the meeting. Time will be provided on the agenda of each meeting for members of the public to address the Board on issues concerning the charter school. In addition to required notices, e-mail notice of Board meetings shall be provided to the ACLC community to the extent practicable.
- H. Conduct of Meetings: Meetings of the Governing Board shall be conducted consistent with Robert's Rules of Order, in simplified form.

VIII. Action by the Board

- A. Quorum: A quorum consists of a majority of voting Board Members, provided the majority includes at least one Board Member who is not the Lead Facilitator, not a Facilitator Representative and not a Learner Representative. Board meetings cannot be conducted unless a quorum is present.
- B. Actions Taken at Board Meetings. The actions done and decisions made by a majority of the Board Members are the actions and decisions of the Board, except that the following actions shall require a vote as specified below:
1. Removal of a Board member shall require a 2/3 majority vote of the Board.
 2. Recommendations to hire or discharge an employee of the charter school shall require a 2/3 majority vote of the Board.
 3. Adoption, amendment or repeal of these Bylaws
- C. Board Meeting by Conference Telephone. Board Members may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Board Members participating in such meeting can hear one another and so long as the procedures used are consistent with applicable provisions of California's public meeting laws.

IX. Committees

Each year the Development Director shall convene and chair a Financial Committee whose membership shall be constructed so that there is a learner majority when possible. (Usually one facilitator, one parent, and three learners minimum). The committee will work to develop the budget, monitor the budget and monitor other financial activities. Each month the Financial Committee shall make a report to the Governing Board and make financial recommendations as necessary.

Each year the Development Director shall consult with facilitators and appoint another facilitator to chair the Program Evaluation Committee and supervise their work. The Program Evaluation committee membership shall be constructed so that there is a learner majority when possible. (Usually one facilitator, one parent, and three learners minimum). The committee will work to develop the Annual Report, Single School Plan, WASC accreditation report, and conduct the annual parent and learner surveys. Each month the Program Evaluation Committee shall make a report to the Governing Board and make recommendations as necessary.

Each year the Lead Facilitator shall convene and chair a Personnel Committee whose membership shall be constructed so that there is a learner majority when possible. (Usually one facilitator, one parent, and three learners minimum). The committee shall conduct the annual learner survey to evaluate staff. Under the direction of the Lead Facilitator, the Personnel Committee shall conduct personnel interviews and make hiring recommendations to the Governing Board. Under the direction of the Lead Facilitator, the Personnel Committee shall carry out the AUSD / ACLC / AEA approved personnel evaluation agreement. As noted in the Approved Charter, no ACLC learner shall be made privy to personal or confidential information regarding applicants or staff members. Each month the Personnel Committee shall make a report to the Governing Board and make recommendations as necessary.

Each year the Lead Facilitator shall consult with facilitators and appoint another facilitator to chair the Curriculum and Standards Committee and supervise their work. The Curriculum and Standards Committee membership shall be constructed so that there is a learner majority when possible. (Usually one facilitator, one parent, and three learners minimum). The committee will collect and document all course outlines for compliance to California State Standards and UC a-g requirements. They will also do appropriate WASC work and evaluate new courses before being submitted to the board for approval. Each month the Curriculum and Standards Committee shall make a report to the Governing Board and make recommendations as necessary.

- A. Procedures of Committees. Each Committee may prescribe the manner of conducting its proceedings.
- B. Authority of Leadership Committee. The Leadership Committee of ACLC Learners, as established in the Charter, may make proposals to the Board related to the operation of the charter school. To the extent that such proposals are consistent with the purposes of the Leadership Committee and do not related to matters within the exclusive authority of the Board as listed above, they shall be enacted by the Board unless vetoed by a majority of the Board.

X. Standard of Care

- A. Performance of Duties. Each Board Member shall perform all duties of a Board Member, including duties on any Board Committee, in good faith, in a manner the Board Member believes to be in the charter school's best interest and

consistent with the philosophy of the charter school, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

- B. **Reliance on Others.** In performing the duties of a Board Member, a Board Member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
1. One or more officers or employees of the charter school whom the Board Member believes to be reliable and competent in the matters presented;
 2. Legal counsel, independent accountants or other persons as to matters that the Board Member believes are within that person's professional or expert competence; or
 3. A Board Committee on which the Board Member does not serve, as to matters within its designated authority, provided the Board Member believes the Committee merits confidence and the Board Member acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
- C. **Rights of Inspection:** Every Board Member has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the charter school, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.
- D. **Participation in Discussion and Voting:** Every Board Member has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below:
1. The ACLC Facilitator Representatives shall not be present for the discussion and vote on any matter involving:
 - a. the performance evaluation, discipline or recommended discharge of any employee of the charter school; or
 - b. facilitator compensation.
 2. The ACLC Learner Representatives may not be present for the discussion and vote on the discipline or recommended discharge of any staff member assigned to the charter school.
 3. Any Board Member shall be excused from the discussion and vote on any matter involving:
 - a. a self-dealing transaction;
 - b. a conflict of interest.
 4. The ACLC Lead Facilitator shall not be present for the discussion and vote on any matter involving:
 - a. the performance evaluation, discipline or discharge of the Lead Facilitator of the charter school; or
 - b. compensation for the Lead Facilitator that is considered separately from the compensation given to other employees.

XI. Duty to Maintain Board Confidences

- A. Every Board Member has a duty to maintain the confidentiality of all Board actions, including discussions and votes taken in closed session, as provided in applicable California public meeting laws. Any Board Member violating this confidence may be removed from the Board and shall be subject to penalties contained in law.

XII. Officers

- A. The officers of the charter school Governing Board shall consist of a Chair, Vice Chair, a Secretary, a Treasurer and such other officers as the Board deems advisable.
1. Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the Board, and such other powers and duties as the Board may prescribe. The Chair shall preside at Board meetings and shall prepare the agenda for each Board meeting, in consultation with the other Board Members.
 2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
 3. Secretary. The Secretary shall:
 - a. keep or cause to be kept, at the charter school's principal location, or such other place as the Board may direct, a book of minutes of all meetings of the Board, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings;
 - b. distribute or cause to be distributed copies of the minutes of the previous meeting to the Board Members at least nine (9) days prior to each meeting;
 - c. keep or cause to be kept a copy of the Charter and Bylaws, with amendments;
 - d. give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and
 - e. have such other powers and perform such other duties as the Board may prescribe.
 4. Treasurer. The Treasurer shall, consistent with any operational agreements between the ACLC and AUSD or other provider of financial services:
 - a. keep or cause to be kept adequate and correct accounts of the charter school's properties, receipts and disbursements;
 - b. make the books of account available at all times for inspection by any Board Member;
 - c. deposit or cause to be deposited the charter school's monies and other valuables in the charter school's name and to its credit, with

- d. the depositories the Board designates; disburse or cause to be disbursed the charter school's funds as the Board directs;
- e. render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the charter school's financial transactions and financial condition;
- f. prepare any reports on financial issues required by any agreement; and
- g. have such other powers and perform such other duties as the Board may prescribe.

XIII. Election, Eligibility and Term of Office of Officers

- A. Election. The Board shall elect the officers annually at the Annual Meeting, except that officers elected to fill vacancies shall be elected as vacancies occur.
- B. Lead Facilitator as Chair. Unless he or she declines to so serve, the Lead Facilitator shall be the Board Chair.
- C. Eligibility. A Board Member may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
- D. Term of Office. Each officer serves for a term of one year or until resignation, removal or disqualification from service.
- E. Removal and Resignation: The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to the Board, the resignation taking effect on receipt of the notice or at a later date if specified in the notice.

XIV. Non-Liability of Board Member

- A. The Board Members shall not be personally liable for the charter school's debts, liabilities or other obligations.

XV. Indemnification of Corporate Agents

- A. The charter school shall indemnify any Board Member, officer, employee or other agent of this charter school, who has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the charter school's agent, or in defense of any claim, issue or matter therein. In such case, the charter school will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.

XVI. Insurance for Corporate Agents

- A. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Board Member, officer, employee or other agent of the charter school, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity.

XVII. Other Provisions

- A. **Fiscal Year:** The fiscal year of the charter school begins on July 1 of each year and ends on June 30 of the following year.
- B. **Execution of Instruments:** Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the charter school to enter into any contract or execute and deliver any instrument in the name of or on behalf of the charter school. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the charter school by any contract or engagement, to pledge the charter school's credit, or to render it liable monetarily for any purpose or any amount.
- C. **Checks and Notes:** Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the charter school may be signed by the ACLC Development Director.

XVIII. Conflict of Interest

- A. Any Board Member, officer, key employee, or committee Member having an interest in a contract, other transaction or program presented to or discussed by the Board or 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 that might reasonably be construed to be adverse to the charter school's interest. 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. 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 in the discussion 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:

1. Regular annual statements from Board Members, officers, key employees to disclose existing and potential conflict in interest; and,
 2. Corrective and disciplinary actions with respect to transgressions of such policies.
- B. For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she or a member of his or her family is the party (or one of the parties) contracting or dealing with the charter school, or is a director, Board Member or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the charter school.

XIX. Interpretation of Charter

- A. Whenever any provision of these Bylaws is in conflict with the provisions of the Charter, or the MOU between the parties, the provisions of the Charter or MOU between the parties shall control.

XX. Amendment

- A. A two-thirds (2/3) majority of the Board Members may adopt, amend or repeal these Bylaws.