

**BYLAWS  
OF  
DISCOVERY CHARTER SCHOOL**

**ARTICLE I  
PRINCIPAL OFFICE**

Section 1. **PRINCIPAL OFFICE.** The principal office for the transaction of the activities and affairs of Discovery Charter School (“Charter School”) is 1100 Camino Biscay, Chula Vista, State of California.

**ARTICLE II  
BOARD OF DIRECTORS**

Section 1. **GENERAL POWERS.** Subject to the provisions and limitations of the Discovery Charter School Charter, the California Charter Schools Act, any applicable agreement between Discovery Charter School and its granting authority and any other applicable laws, the Charter School shall be governed under the direction of the Governing Board (“Board”).

Section 2. **SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 1 of these bylaws and further outlined in the Discovery Charter School charter, but subject to the same limitations, the Board of Directors shall:

- i. Have responsibility for the fiduciary health and student achievement of the Charter School.
- ii. Positively support Charter School on campus and in public.
- iii. Maintain compliance with agreements indicative of a well-organized school.
- iv. Measure and monitor the implementation of general policies of the school.
- v. Approve and monitor the Charter School’s annual budget.
- vi. Ensure compliance with applicable laws such as the Ralph M. Brown Act (“Brown Act”) (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) and applicable conflict of interest laws.
- vii. Approve student and parent policies including, but not limited to: Admissions and disciplinary policies, (including suspension and expulsion).
- viii. Resolve staff grievances.
- ix. Approve all contracts and expenses in excess of amounts predetermined in the Local Control Accountability Plan (LCAP) and Local Education Agency Plan (LEAP).
- x. Approve and monitor management of school liabilities, insurance, health, safety and risk-related matter.

- xi. Ensure that the Charter School is fair and inclusive in its hiring and promotion policies for all board, administration, and employee positions.
- xii. Monitor the work of the committees to ensure that core principles and general policy guidelines are translated into effective operational programs and procedures.

Section 3. DESIGNATED DIRECTORS AND TERMS. The Board shall have five (5) members unless changed by amendments to these bylaws and to the Discovery Charter School Charter, two (2) seats shall be reserved for parent representatives, one seat shall be reserved for a District-appointed representative and two (2) seats shall be reserved for community member representatives. The parent representatives shall be elected by the parents of actively enrolled students of the Charter School. However, each Charter School family shall only be entitled to one vote. The District representative shall be appointed by the Superintendent of the Authorizing District (CVESD). The Community representatives shall be appointed by the DCS Board of Directors.

To effectuate staggering, upon expiration of the current terms of the directors, the directors shall be appointed to terms set to expire as follows:

<u>Position</u>	<u>Expiration of Term</u>
Parent Representative 1	June 30, 2018
Parent Representative 2	June 30, 2019
Community Member Representative 1	June 30, 2018
Community Member Representative 2	June 30, 2019

Thereafter, the term of office of each director shall be two (2) years in accordance with Section 5 of this Article.

Section 4. RESTRICTION ON INTERESTED PERSONS; SELF DEALING TRANSACTIONS. The Board shall comply with conflict of interest provisions as set forth in the Discovery Charter School Charter.

Section 5. DIRECTORS' TERM. Each director shall hold office for two (2) years and until a successor director has been designated and qualified. Directors may serve multiple terms of service.

Section 6. NOMINATIONS BY COMMITTEE. The President of the Board of Directors may appoint a committee to designate qualified community member representative candidates for appointment to the Board of Directors at least thirty (30) days before the date of any appointment of directors. The Nominating Committee shall make its report at least seven (7) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 7. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony or declared of unsound mind by a

court order; (c) the increase of the authorized number of directors; or (d) the failure of the Board to elect the number of directors required to be elected at such meeting.

Section 8. **RESIGNATION OF DIRECTORS.** Except as provided below, any director may resign by giving written notice to the President, or the Secretary, or to the Board as a whole. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. **REMOVAL OF DIRECTORS.** Any director may be removed, with or without cause, by majority vote based upon the presence of a quorum at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Brown Act. Any vacancy caused by the removal of a director shall be filled as provided in Section 10.

Section 10. **VACANCIES FILLED BY BOARD.** Vacancies on the Board of Directors shall be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a meeting held according to the Brown Act or (b) a sole remaining director.

Section 11. **COMPENSATION AND REIMBURSEMENT.** Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation.

Section 12. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

## **ARTICLE II BOARD MEETINGS**

Section 1. **PLACE OF BOARD OF DIRECTORS MEETINGS.** Meetings shall be held at the Discovery Charter School. The Board of Directors may designate that a meeting be held at any place within California that has been designated by resolution of the Board of Directors or in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 2. **MEETINGS; ANNUAL MEETINGS.** All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the Board of Directors.

Section 3. **REGULAR MEETINGS.** Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of

Directors, 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.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board of Directors, or a majority of the Board of Directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 5. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to each director and to the public through the posting of an agenda.

Section 6. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 7. TELECONFERENCE MEETINGS. Members of the Board of Directors 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 Directors shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors 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 Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>1</sup>
- 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 Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 8. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to

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<sup>1</sup> This means that members of the Board of Directors 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.

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

another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 11. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal offices of the Charter School (Discovery Charter School). All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act (Section 54950 et seq.).

Section 12. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the third Wednesday of every month. At least 72 hours before a regular meeting, the Board of Directors, 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.

Section 13. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board of Directors, or by a majority of the Board of Directors, as required under Section 54956 of the Brown Act. The party calling a special meeting shall determine the place, date, and time thereof.

Section 14. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda, and also provided to the Board members and any requesting media outlets requesting notice in writing (as required under Section 54956 of the Brown Act). Board members shall also be provided with at least twenty-four hours notice of the special meeting in the following manner:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Charter School, or as may have been given to the Charter School by the director for purposes of notice.
- b. 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.
- c. 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.

Section 15. QUORUM. A majority of the Board members then in office shall constitute a quorum. All acts or decisions of the Board will be by majority vote based upon the presence of a quorum. Should there be less than a majority of the currently seated Board members present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 16. TELECONFERENCE MEETINGS. Members of the Board of Directors 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 Directors shall participate in the teleconference meeting from locations within the boundaries of the Chula Vista Elementary School District;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors 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 Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>3</sup>
- 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 Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>4</sup>

Section 17. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

### **ARTICLE III COMMITTEES**

Section 1. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the

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<sup>3</sup> This means that members of the Board of Directors 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.

<sup>4</sup> The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

#### **ARTICLE IV OFFICERS OF THE BOARD**

Section 1. **OFFICES HELD.** The officers of this corporation shall be President, Secretary and Budget Liaison.

Section 2. **ELECTION OF OFFICERS.** The officers shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board.

Section 3. **REMOVAL OF OFFICERS.** Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 4. **RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 5. **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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 6. **PRESIDENT OF THE BOARD.** The President of the Board of Directors shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. In the absence of the President, the Secretary of the Board shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 7. **PRESIDENT.** Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, and subject to President's contract of employment, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 8. **SECRETARY.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of 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, special, or emergency and, if special or emergency, how

authorized; the notice given; and the names of the directors present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the Discovery Charter School, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. BUDGET LIAISON. The Budget Liaison 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 Budget Liaison shall send or cause to be given to 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.

The Budget Liaison shall (a) communicate with and support the Business Manager / Technology Coordinator in reporting to the Board of Directors and perform such other duties as the Board, contract, job specification, or the bylaws may require.

## **ARTICLE V MAINTENANCE OF RECORDS**

Section 1. MAINTENANCE OF RECORDS. This Board shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board;  
and
- c. Such reports and records as required by law.

## **ARTICLE VI BYLAW AMENDMENTS**

Section 1. BYLAW AMENDMENTS. The Board may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the Discovery Charter School or make any provisions of these Bylaws inconsistent with that Charter or any applicable laws.

## **ARTICLE VII FISCAL YEAR**

Section 1. FISCAL YEAR. The fiscal year shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.



**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Discovery Charter School; that these bylaws, consisting of \_\_\_ pages, are the bylaws as adopted by the Board on [DATE]; and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_, California.

\_\_\_\_\_  
\_\_\_\_\_,Secretary