

BYLAWS OF OCEAN GROVE CHARTER SCHOOL GOVERNING BOARD

ARTICLE I. OFFICES

Principal Office

1.01. Ocean Grove Charter School Governing Board's (hereafter "Governing Board" or "GB") administrative office address is Ocean Grove Resource Center, 16900 Highway 9, Boulder Creek, CA 95667.

Change of Address

1.02. The GB may only change its administrative office address from one location to another by agreement with Innovative Education Management, Inc. [hereafter "IEM"].

ARTICLE II. THE GOVERNING BOARD

Governing Board Members

2.01 As provided in Ocean Grove Charter School's [hereafter "OGCS"] charter [hereafter "Charter"], the GB shall be constituted, organized, and operated as specified in the Charter, and shall consist of 5 members.

Qualifications

2.02. GB members shall be parents or legal guardians of OGCS students currently enrolled in OGCS who are also members of the Parent Council. No more than one parent from any family may serve as a GB member at any time. No ES, school employee or any school employee's spouse or dependent may serve as a GB member. No GB member shall be qualified to serve on the GB if serving as a GB member would constitute a conflict of interest under the laws of the state of California or as determined by the GB or IEM. All GB members shall disclose to the GB and IEM any potential conflict of interest with their GB membership.

Term of Office

2.03. The term of office for each GB member shall be one full academic year, which year shall commence on the first day of the academic year following a member's appointment to the GB. If a GB member resigns, is removed for any reason, or is no longer eligible to serve as a member of the GB, then that member shall be immediately replaced by another member appointed by IEM per the terms of the school charter and these Bylaws, and shall serve until the end of the term of the replaced member. A GB

member may be appointed to serve successive terms, provided he or she is otherwise qualified to do so.

Appointment of Members

2.04. The members of the GB shall be appointed by IEM and approved by the school's Parent Council. All vacant seats on the GB shall be filled by Parent Council members appointed by IEM who shall serve until permanent members are approved by the Parent Council.

Governing Board Meetings; the Brown Act

2.06(a). Regular GB meetings shall be held at least biannually, and shall be held at locations and dates determined by the majority of members present before the close of each GB meeting. All GB meetings shall comply with the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

(b) Special meetings of the GB may be called and held pursuant to the provisions of the Ralph M. Brown Act.

Quorum

2.07. A quorum of the GB necessary for the transaction of business shall be 3 members.

Transactions of the Governing Board

2.08. Every act or decision done or made by a majority of the GB members present at a meeting duly held at which a quorum is present is the act of the GB.

Conduct of Meetings

2.09. The OGCS school President, or his or her designee, will preside at and conduct all GB meetings, and may appoint temporary officers to serve at such meetings in the absence of regularly appointed officers. The school Secretary or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary at meetings of the GB. Members of the GB may participate in any GB meeting through the use of conference telephone or similar audio visual communications equipment, so long as all members participating in the meeting can hear one another, and such participation complies with applicable law. This participation constitutes personal presence at the meeting. [Gov. Code §54953]

Adjournment

2.10. A majority of the GB members present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the GB members who were not present at the time of the adjournment.

Removal of Members--Removal for Cause

2.11. (a) Each GB member shall consider their position as a public trust and not use it for private advantage or personal gain. The GB may declare by a majority vote that the office of a GB member is vacant and a member may be removed for cause on the occurrence of any of the following events:

- (1) The member has been declared of unsound mind by a final order of court.
- (2) The member has been convicted of a felony.
- (3) The member has failed to attend at least one half of the regular meetings of the GB during a school year.
- (4) The member has not followed GB communication protocol.
- (5) The member has failed to uphold OGCS policies and procedures.
- (6) The member has wrongfully published or distributed confidential GB information.
- (7) The member has become ineligible or lacks qualification to hold office.

Resignation of Member

2.12. Any GB member may resign effective on giving written notice to the President of the school or IEM.

Filling Vacancies on the Governing Board

2.13. Vacancies on the GB shall be filled by IEM as provided in the Charter and these Bylaws.

IEM and Governing Board Business

2.14. Pursuant to the OGCS charter, the day-to-day governance, operation, and management in all respects of OGCS will be provided by IEM. As provided in the school's charter, IEM will oversee all aspects of the charter school's operations and will provide the various professionals needed to manage and administer the school. IEM, through its appointed representative(s), will act as liaison with the sponsoring district. The GB shall be responsible for all of those duties pertaining to the GB set forth in the school's charter.

Communication Protocol

2.15 GB members shall communicate directly with, and shall report all OGCS or parent problems, questions, or issues to the School President or IEM's appointed representative. The School President shall, as appropriate, communicate the resolution of such matters to the GB.

Indemnification of Governing Board Members

2.16. Except as otherwise provided by law, and upon the vote of the GB and agreement with IEM, OGCS shall indemnify any person who was or is a GB member who is, or is threatened to be made, a party to any proceeding by reason of the fact that such person is or was a GB member, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of OGCS, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

ARTICLE III. OFFICERS

Number and Titles; Appointment and Resignation

3.01. The officers of the school, duly appointed by IEM pursuant to the school's charter, shall act as the officers of the Governing Board. Any officer may resign at any time upon written notice to the school President or IEM.

ARTICLE IV. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

4.01. The GB, through the officers as provided herein, must keep adequate and correct records of account and minutes of the proceedings of its members and the committees of the GB. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form. The GB shall not be required to maintain or use a seal for any purpose whatsoever.

ARTICLE V. AMENDMENTS TO BY-LAWS

Amendments; Repeal of Bylaws

5.01. IEM may adopt, amend or repeal any of these by-laws consistent with the terms of the school's charter. Upon any such adoption, amendment, or repeal, IEM shall forthwith provide a copy of the same to the GB at its next regularly scheduled meeting.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly appointed and acting Secretary of the Ocean Grove Charter School Governing Board, and that the foregoing Bylaws, comprising of _____ pages, constitute the Bylaws of this Governing Board, as provided and adopted pursuant to the provisions of the School's Charter.

Dated: _____

Secretary of the OGCS Governing Board