

**Bylaws  
Of  
The Museum School Governance Council**  
(A California Charter School, Arm of the San Diego School District)

**ARTICLE I  
NAME**

Section 1. NAME. The name of this organization is the Museum School Governance Council, also known as the Board of Directors.

**ARTICLE II  
PRINCIPAL OFFICE OF THE COUNCIL**

Section 1. PRINCIPAL OFFICE OF THE Council. The principal office for the transaction of the activities and affairs of the Governance Council is located at 211 Maple St., in San Diego County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE Council. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this Council is qualified to conduct its activities.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this Council is to manage, operate, guide, direct and promote the Museum School (a California public school) in a manner consistent with the school's charter agreement. Also in the context of these purposes, the Council shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Museum School.

No substantial part of the activities of the Council shall consist of carrying on of propaganda, or otherwise attempt to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

**ARTICLE IV  
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise, the general provisions, rule of construction, and definitions in the Museum School Charter shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V  
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. The Museum School’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the School, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Council. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Museum School shall be distributed to the San Diego Unified School District as outlined in Element 16 of the Museum School charter.

**ARTICLE VI  
BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the Museum School charter and any other applicable laws, and subject to any limitations of the bylaws, the Museum School activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the School’s activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the Museum School shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have power to:

1. Appoint and remove, at the pleasure of the Board of Directors, all council officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Museum School charter, and these bylaws; fix their compensation; and require them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; and designate a place in or outside California for holding any meeting of members.

Section 3. NUMBER AND QUALIFICATIONS FOR DIRECTORS. The number of directors shall be no more than ten (10) and no less than four (4) unless changed by amendment of these bylaws. Board members shall be selected to represent a broad cross section of parents of Museum School students, Museum School teachers, professional members of the community-at-large, and the Museum School principal.

Section 4. DIRECTORS TERM. Each director shall hold office for Two (2) years and until a successor director has been designated and qualified. Directors may serve consecutive terms if elected to do so.

Section 5. NOMINATIONS BY COMMITTEE. The chairman of the Board of Directors or, if none, the President may appoint a committee to nominate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of directors. The nominating committee shall make its report at least seven (7) days before that 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 the committee.

Section 6. USE OF SCHOOL FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no Museum School funds may be expended to support a nominee without the board's authorization.

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 or resignation 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, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; or (d) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting; (e) termination of employment with the Museum School, for whatever reason; and (f) expulsion of a student whose parent serves on the board.

Section 8. RESIGNATION OF DIRECTORS. 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 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. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the San Diego Unified School District, no director may resign if the Council would be left without a duly elected director or directors.

Section 10. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining director.

Section 11. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 12. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Museum 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 Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 13. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. Any Board of Directors meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Governance Council.
- (c) The Board of Directors has adopted and implemented a means of verifying both of the following:
  - (1) A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the Board of Directors meeting.
  - (2) All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.
- (d) The meeting is held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 14. ANNUAL AND REGULAR MEETINGS. Regular meetings of the Board of Directors will be held at least quarterly and the dates shall be arranged annually. The Board of Directors shall hold an annual meeting, regular, special, and emergency meetings for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 15. AUTHORITY TO CALL SPECIAL MEETINGS. Special and emergency meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice-President, the Secretary, or any two Directors.

Section 16. NOTICE OF SPECIAL OR EMERGENCY MEETINGS. Notice of the time and place of special or emergency meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, 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; (d) telegram; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the Council's records and shall be sent with at least such notice as is required in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation which are applicable to the type of meeting called.

The notice shall state the time of the meeting and the place, if the place is other than the Council's principal office, and the business to be transacted at the meeting.

All notice requirements will comply with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 17. QUORUM. A majority of the currently elected/appointed members of the Board of Directors shall constitute a quorum for the transaction of any business except adjournment. 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. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 18. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 19. CREATION OF POWERS OF COMMITTEES. The board, by resolution adopted a majority of the directors then in office, may create one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. The chair of each committee shall be appointed

by the Board of Directors by majority vote of the authorized number of directors. The Board of Directors 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 shall serve as advisory to the Board, to the extent provided in the Board of Directors' resolution, and no committee may:

- or
- (a) Take any final action on any matter that also requires approval of the members approval of a majority of all members;
  - (b) Fill vacancies on the Board of Directors or any committee of the Board other than parent representatives to the Board of Directors;
  - (c) Fix compensation of the directors for serving on the Board of Directors or on any committee;
  - (d) Amend or repeal bylaws or adopt new bylaws;
  - (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
  - (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board;
  - (g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
  - (h) Approve any contract or transaction to which the Museum School is a party and in which one or more of its directors has a material financial interest.

Section 20. 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 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 council 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.

Section 21. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of the Museum School.

## **ARTICLE VII OFFICERS OF THE COUNCIL**

Section 1. OFFICES HELD. The officers of this Council shall be a President, Vice President, a Secretary, and a Treasurer. The Council, at the Board's direction, may also have a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed under Article IX, Section 4, of these bylaws.

Section 2. DUPLICATION OF OFFICE HOLDERS. 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.

Section 3. ELECTION OF OFFICERS. The officers of this Corporation, except any appointed under Article VIII, Section 4 of these bylaws, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the Council may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. 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. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. 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 Council under any contract to which the officer is a party.

Section 7. 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 8. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she 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. If there is no President, the Chairman of the Board of Directors shall also be the chief executive officer and shall have the powers and duties of the President of the Corporation set forth in these bylaws.

Section 9. 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 Board and shall supervise, direct, and control the Board's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall preside at all members meetings and, in the absence of the Chairman of the Board, or if none, at all Board of Directors' meetings. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. VICE-PRESIDENTS. If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. SECRETARY. The Secretary shall keep or cause to be kept, at the Council'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 persons present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board of Directors that these bylaws require to be given.

Section 12. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Museum School's properties and transactions. The Treasurer shall send or cause to be given to the members and 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.

Working closely with the Museum School Principal, the Treasurer shall monitor: (i) the deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Museum School with such depositories as the Board of Directors may designate; (ii) disbursement of the Museum School funds as the Board of Directors may order; (iii) rendering to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the School; and (iv) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

**ARTICLE VIII  
CONTRACTS WITH DIRECTORS AND OFFICERS**

Section 1. **CONTRACTS WITH DIRECTORS AND OFFICERS.** No director of this Council nor any other Corporation, firm, association, or other entity in which one or more of this Council's directors are directors have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding the director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Museum School could not obtain a more advantageous arrangement with the reasonable effort under the circumstances; and (d) the Council for its own benefit enters into the transaction, which is fair and reasonable to the Council at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an education or charitable program of this Corporation if (a) it is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) it results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

**ARTICLE IX  
LOANS TO DIRECTORS AND OFFICERS**

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This Council shall not lend any money or property to or guarantee the obligation of any director or officer.

**ARTICLE X  
INDEMNIFICATION**

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this Council shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, 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 Council 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.

On written request to the Board of Directors by any person seeking indemnification under

Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors 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 Directors shall authorize indemnification.

## **ARTICLE XI INSURANCE**

Section 1. **INSURANCE.** This Council 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, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

## **ARTICLE XII MAINTENANCE OF COUNCIL RECORDS**

- Section 1. **MAINTENANCE OF COUNCIL RECORDS.** This Council shall keep:
- (a) Adequate and correct books and records of account;
  - (b) Written minutes of the proceedings of its members, Board, and committees of the Board; and
  - (c) Such reports and records as required by law.

## **ARTICLE XIII INSPECTION RIGHTS**

Section 1. **DIRECTORS' RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the Museum School's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. 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 as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the Council, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Council.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This Council shall keep at its principal California office the original or a copy of the Museum School Charter, and the Museum School Governance Council bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. Governance

#### **ARTICLE XIV REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to the Board of Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, or the Museum School as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Museum School's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Museum School's expenses or disbursement for both general and restricted purposes;
- (e) Any information required under these bylaws; and
- (f) An independent accountant's report or, if none, the certificate of an authorized officer of the Council that such statements were prepared without audit from the Council's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all members, or as a separate document if no annual report is issued, the Council shall, within 120 days after the end of the Museum School's fiscal year, annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Museum School, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
  - (1) Any director or officer of the Council, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the Council, 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, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

**ARTICLE XV**  
**BYLAW AMENDMENTS**

The Board of Directors 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 make any provisions of these Bylaws inconsistent with any laws.