

BYLAWS OF SOUTH SUTTER CHARTER SCHOOL PARENT COUNCIL

ARTICLE I. OFFICES

Principal Office

1.01. South Sutter Charter School Parent Council's (hereafter "Parent Council" or "PC") administrative office address is 2452 El Centro Blvd., East Nicholas, California, 95659.

Change of Address

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

ARTICLE II. THE PARENT COUNCIL

Parent Council Members

2.01 As provided in South Sutter Charter School's [hereafter "SSCS"] charter [hereafter "Charter"], the PC shall be constituted, organized, and operated as specified in the Charter, and shall consist of 29 members.

Qualifications

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

Term of Office

2.03. The term of office for each PC member shall be two years commencing on the first day of the academic year following a member's election to the PC. If a PC member resigns, is removed for any reason, or is no longer eligible to serve as a member then that member shall be immediately replaced by another member appointed by IEM, and shall serve until the end of the term of the replaced member.

Nominations of Member Elections

2.04. Any person qualified to be a PC member may be nominated to stand for election as authorized by these bylaws.

Election of Members

2.05. The members of the PC shall be elected by a majority vote cast by the parents of SSCS students. Elections shall be held during May of each year. Each election shall be by written ballot. Each family having one or more student(s) enrolled in SSCS on the date of the elections shall be entitled to one vote per enrolled student. A candidate for election to any PC seat will be placed on a list of candidates by a parent nomination endorsed by an ES. A PC member shall only be eligible for reelection for a new term after at least one year has passed since the end of that member's prior term of office, provided the member continues to meet the qualifications required for PC membership set forth in these Bylaws. Notwithstanding the foregoing, the PC may by majority vote make a one-time exception to this reelection rule for any individual in the event of any exceptional circumstances as the PC may determine. A PC member who has been appointed to fill a vacancy on the PC for a term less than one year shall be eligible for reelection to the PC for a full term at the termination of the appointed term, but will be otherwise subject to all eligibility requirements.

Parent Council Meetings; the Brown Act

2.06(a). Regular PC 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 board meeting. All PC 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 PC may be called and held pursuant to the provisions of the Ralph M. Brown Act.

Quorum

2.07. A quorum of the PC necessary for the transaction of business shall be 15 members.

Transactions of the Parent Council

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

Conduct of Meetings

2.09. The SSCS school President, or his or her designee, will preside at and conduct all PC 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 PC. Members of the PC may participate in any PC 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 PC 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 PC members who were not present at the time of the adjournment.

Removal of Members--Removal for Cause

2.11. (a) Each PC member shall consider their position as a public trust and not use it for private advantage or personal gain. The PC may declare by a majority vote that the office of a PC 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 PC during a school year.
- (4) The member has not followed PC communication protocol.
- (5) The member has failed to uphold SCS policies and procedures.
- (6) The member has wrongfully published or distributed confidential PC information.
- (7) The member has become ineligible or lacks qualification to hold office.

Resignation of Member

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

Filling Vacancies on the Parent Council

2.13. Vacancies on the PC shall be filled by IEM as provided in the Charter. Any vacancy on the PC filled as set forth herein shall be for the remainder of the term of the vacancy, and thereafter, that member's seat shall be open for election as otherwise provided herein.

IEM and Parent Council Business

2.14. Pursuant to the SSCS charter, the day-to-day governance, operation, and management in all respects of SSCS 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 PC shall be responsible for all of those duties relating to the PC set forth in the school's charter.

Communication Protocol

2.15 PC members shall communicate directly with, and shall report all SSCS 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 PC.

Indemnification of Parent Council Members

2.16. Except as otherwise provided by law, and upon the vote of the PC and agreement with IEM, SSCS shall indemnify any person who was or is a PC 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 PC 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 SSCS, 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 Parent Council. 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 PC, 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 PC. 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 Parent Council 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 Parent Council at its next regularly scheduled meeting.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly appointed and acting Secretary of the South Sutter Charter School Parent Council, and that the foregoing Bylaws, comprising of _____ pages, constitute the Bylaws of this Parent Council, as provided and adopted pursuant to the provisions of the School's Charter.

Dated: _____

Secretary of the SSCS Parent Council