

**AMENDED AND RESTATED BYLAWS
OF
BELLA MENTE CHARTER SCHOOL**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Bella Mente Charter School.

**ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 1737 W. Vista Way, Vista, California, 92083. The Board of Directors (“Board”) may change the location of the principal office.

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

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

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote Bella Mente Charter School, a grade K-8 California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law 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. This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Bella Mente Charter. No part of the net

earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational, public or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI CORPORATIONS WITHOUT MEMBERS

Section 1. **NO MEMBERS.** This corporation shall have no members within the meaning of Section 5056 of the Nonprofit Corporation Law.

Section 2. **AUTHORITY VESTED IN BOARD.** Any action that otherwise requires approval by a majority of all members, or approval by the members, requires only approval of the Board. All rights that would otherwise vest under the Nonprofit Corporation Law in the members shall vest in the Board.

Section 3. **ASSOCIATES.** The corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the Nonprofit Corporation Law.

ARTICLE VII BOARD OF DIRECTORS

Section 1. **GENERAL POWERS.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

The Board may delegate the management of the corporation’s activities to any person(s), employee(s), management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board (i.e., the Board retains ultimate responsibility over the performance of those powers or duties so delegated). Such delegation shall:

- Be in writing;
- Specify the individual or entity the Board is delegating authority to;
- Describe in specific terms the authority of the Board being delegated, any conditions on the delegated authority or its exercise, and the beginning and ending dates of the delegation; and
- Require an affirmative vote of a majority of Board members.

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 shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation.
- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. NUMBER AND ELECTION OF DIRECTORS. The number of Directors shall be no less than three (3) and no more than five (5), unless changed by amendment to these bylaws. To the extent practicable under the circumstances, the Board shall endeavor to elect as a Director one parent of a student currently attending Bella Mente Charter School.. Additionally, pursuant to California Education Code Section 47604(b), the Vista Unified School District ("District") shall be entitled to a single representative on the Board.

With the exception of the District representative, Directors shall be elected by the majority vote of the Directors then in office. Board elections will be held in January after school begins. Special elections will be called whenever necessary to fill an unexpected vacant Board seat.

Section 4. DIRECTORS' TERM. Board terms shall be three years and each incumbent Director shall serve until a successor has been elected and seated by the Board. Board terms shall be staggered in such a manner that no more than three (3) positions become vacant in any one year. The beginning and end of each term will be calculated to coincide with the fiscal (school) year. Directors may serve no more than four (4) consecutive terms. A Director that completed four (4) consecutive terms may be elected to again serve on the Board provided that there has been an interval of at least one (1) fiscal year since the prior term of service.

Section 5. EVENTS CAUSING VACANCIES ON BOARD. A vacancy on the Board shall occur in the event of (a) the death, resignation, or removal of any Director; (b) the declaration by resolution of the Board 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 Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of Directors; or (d) the failure of the Director to attend two (2) consecutive Board meetings without prior Board notification.

Section 6. RESIGNATION OF DIRECTORS. Except as provided in Section 7

below, any Director may resign by giving written notice to the President, or the Secretary, or to 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, a successor may be elected to take office as of the date when the resignation becomes effective.

Section 7. **DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS.** Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director.

Section 8. **REMOVAL OF DIRECTORS.** Any Director may be removed, with or without cause, by the vote of the majority of the Board.

Section 9. **VACANCIES FILLED BY BOARD.** Vacancies on the Board may be filled by majority vote of the Directors then in office.

Section 10. **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 11. **PLACE OF BOARD MEETINGS.** Meetings shall be held at the principal office of the Corporation or at any place within San Diego County that has been designated by resolution of the Board or in the notice of the meeting.

Section 12. **BROWN ACT AND CHARTER SCHOOLS ACT COMPLIANCE.** All meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"), Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code, and the Charter Schools Act.

Section 13. **ANNUAL MEETINGS.** The Board shall meet annually for the purpose of organization, appointment of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Section 14. **REGULAR MEETINGS.** Regular meetings of the Board shall be held at least once a month except when school is not in session and, along with the annual meeting, shall be held at such times and places as may from time to time be fixed by the Board. Regular meetings shall be called, held, and conducted in accordance with the Brown Act and the Charter Schools Act, including that agendas for such meetings will be posted at least 72 hours before the meeting in a location that is freely accessible to members of the public and on the school's website, if it has one. The notice shall contain a brief description of each item of business to be transacted or discussed at the meeting.

Section 15. **SPECIAL MEETINGS.** Special meetings of the Board for any purpose may be called at any time by the President of the Board, the Executive Director, the Secretary, or any two Directors. The party calling a special meeting shall determine the place, date, and time thereof. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email. In compliance with the Brown Act, notice of special meetings shall be provided at least twenty-four (24) hours prior to the meeting and shall be held

in locations and in a manner consistent with the Brown Act and the Charter Schools Act.

Section 16. QUORUM. A majority of the Directors 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, subject to the provisions of Corporations Code Section 5212 (appointment of committees), Section 5233 (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) (indemnification of directors), and except as may be otherwise provided under the Political Reform Act. 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 17. PARTICIPATING IN MEETINGS BY TELECONFERENCE. Members of the Board may participate in a meeting through the use of teleconference telephone or similar communications equipment 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 shall participate in the teleconference meeting from locations within the County of San Diego;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. The Board agendas are posted at all teleconference locations with each location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- 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 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.

Section 18. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 19. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board 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.

Section 20. **COMPENSATION AND REIMBURSEMENT.** Directors are not compensated for service as Directors or officers. Directors may be entitled to reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE VIII COMMITTEES

Section 1. **CREATION AND POWERS OF COMMITTEES.** The Board may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of Directors. The Board 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 have all the authority of the Board, to the extent provided in the Board's resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Directors or approval of a majority of all Directors;
- b. Fill vacancies on the Board or any committee of the Board;
- c. Fix compensation of the Directors for serving on the Board or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board or appoint the members of committees of the Board; or
- g. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

Section 2. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board 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 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 may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws and the Brown Act, if applicable. If the Board has not adopted rules, the committee may do so.

Section 3. REVOCATION OF DELEGATION TO COMMITTEES. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease, but not below two (2), the numbers of its members, and may fill vacancies therein from the members of the Board.

ARTICLE IX OFFICERS OF THE CORPORATION

Section 1. OFFICERS. The required officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation, at the Board's direction, may also have one or more Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed by the Board. The officers in addition to the corporate duties set forth in this Article IX may also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairperson of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Board, shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause.

Section 5. 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 6. 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 election to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. PRESIDENT. He or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 8. EXECUTIVE DIRECTOR. Subject to such supervisory powers as the Board may give to the President of the Board, if any, and subject to the control of the Board, and subject to Executive Director's contract of employment, the Executive Director shall be the Chief Executive Officer and 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 Executive Director shall be present at all Board

meetings and shall have such other powers and duties as the Board or the bylaws may require.

Section 9. 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 elected 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 or the bylaws may require.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board 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 and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, 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 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 or the bylaws may require.

Section 11. CHIEF FINANCIAL OFFICER or TREASURER. The Chief Financial Officer 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 Chief Financial Officer 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 Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (b) disburse the corporation's funds as the Board may order; (c) render to the President, the Executive Director, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require. These duties may be designated to a contracting agency who will report to the Board.

ARTICLE X INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this corporation 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 corporation 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 by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board 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 shall authorize indemnification.

Section 2. **NON-LIABILITY OF DIRECTORS.** No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

ARTICLE XI INSURANCE

Section 1. **INSURANCE.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any Director, officer, employee, or agent in such capacity or arising from the Director's, officer's, employee's, or agent's status as such.

ARTICLE XII CORPORATE RECORDS AND REPORTS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This corporation 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.

All such records shall be kept at the corporation's principal office, or if its principal office is later moved outside the State of California, at its principal office in this state.

Section 2. **DIRECTORS' RIGHT TO INSPECT.** Every Director shall have the right at any reasonable time to inspect the corporation'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 (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 3. **ANNUAL REPORTS.** The Corporation shall cause an annual report to be

sent to the Board 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 corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation'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 corporation that such statements were prepared without audit from the corporation's books and records.

Section 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all Directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

ARTICLE XIII FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

ARTICLE XIV 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 Bella Mente Charter School or make any provisions of these Bylaws inconsistent with those Charters, the corporation's Articles of Incorporation, or any laws.

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Bella Mente Charter School, a California nonprofit public benefit corporation, and that the foregoing bylaws constitute the bylaws of this corporation as duly adopted by the Board of Directors on December 10, 2019.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on December 10, 2019.

Secretary, Bella Mente Charter School