

**SECOND AMENDED AND RESTATED BYLAWS  
OF THE NAPA FOUNDATION FOR OPTIONS IN EDUCATION  
(A California Nonprofit Public Benefit Corporation) (Adopted March 14, 2023)**

**ARTICLE I. NAME**

Section 1.01 Corporate Name. The name of this corporation is The Napa Foundation for Options in Education.

**ARTICLE II. OFFICES**

Section 2.01 Principal Office. The corporation's principal office is located at 1370 Trancas Street, Suite 180, Napa, California 94558. The Board of Directors ("Board") may change the principal office from one location to another within the State of California.

Section 2.02 Other Offices. 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. PURPOSES**

Section 3.01 Description in Articles. The corporation's general and specific purposes are described in its Articles of Incorporation.

**ARTICLE IV. DEDICATION OF ASSETS**

Section 4.01 Dedication of Assets. The corporation's assets are irrevocably dedicated to charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3) and meeting the requirements of California Revenue and Taxation Code Section 214. 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. Upon dissolution of the corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as set forth in its Articles of Incorporation.

**ARTICLE V. NO MEMBERS**

Section 5.01 No Members. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 5.02 Authority Vested in the 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 Public Benefit Corporation Law in the members shall vest in the Board.

Section 5.03 Associates. The corporation may use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE VI. BOARD OF DIRECTORS

Section 6.01 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 these Bylaws, the corporation's activities and affairs shall be conducted, 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), management company, or committees, however composed, provided that the corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers:

(a) To approve personnel policies and monitor their implementation; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation (as provided herein, members of the Board are not compensated for service on the Board);

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws;

(c) To 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;

(d) To borrow money and incur indebtedness for the corporation's purposes and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefore;

(e) To adopt, make, and use a corporate seal and alter the form of the seal from time to time as they may deem best;

(f) To carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity that it may lawfully engage in;

(g) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property;

(h) To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust; and

(i) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

Section 6.03 Number and Election of Directors.

(a) The Board shall consist of not less than five (5) and not greater than nine (9) Directors, with the exact number to be determined from time to time by a resolution of the Board. Candidates for a Board position will be reviewed on an application and interview basis and may be nominated by any member of

the school community. With the exception of the Board members at the time these Bylaws are adopted, Directors shall be elected by the vote of a majority of Directors then in office.

(b) The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation, and a dedication to its charitable endeavors. The Board will strive to maintain a balanced composition of Board members with diverse skills, experience and perspectives that can contribute to effective school governance as well as the corporation's mission, including to the extent practicable, expertise in education, curriculum development, mental health services, global business, law and governance, accounting and finance, nonprofit management, community development and engagement, parent engagement, business management, and leadership development.

(c) So long as the corporation is authorized to and operates a charter school pursuant to the Charter Schools Act of 1992, the charter authorizer may appoint a single Director to serve on the Board pursuant to Education Code Section 47604(c), who shall serve in addition to the Directors described in Section 6.03(a). (d) All Directors shall have full voting rights.

Section 6.04 Terms of Office. Each Director shall hold office for two (2) years; except the Board members at the time these Bylaws are adopted shall stagger their terms to establish continuity and sustainability on the Board by designating a group of Directors to serve a term of only one (1) year. There shall be no limitation on the number of consecutive terms to which a Director may be reelected.

Section 6.05 Events Causing Vacancies On Board. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected.

Section 6.06 Removal. Any Director may be removed at any time by a majority vote of the Board, with or without cause.

Section 6.07 Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the CEO, the President, the Secretary, or the entire Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before then to take office when the resignation becomes effective. No Director may resign when the corporation would then be left without at least one (1) Director in charge of its affairs.

Section 6.08 Brown Act; Charter Schools Act Compliance. At all times that the corporation has a valid charter to operate a charter school, meetings of the Board 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 the same may be modified from time to time ("Brown Act"), and the additional Board meeting requirements under Education Code Section 47604.1, and shall occur within Napa County.

Section 6.09 Annual Meetings. The Board 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.

Section 6.10 Regular Meetings. The Board shall hold regular monthly meetings during the school year (excluding the months of July and December, during which no regular monthly meeting shall be held) which, along with the annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. Regular meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with the Brown Act, and agendas for such meetings will be posted seventy-two (72) hours previous to the meeting near the entrances of the school and on the school's website, if it has one. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting. Regular meetings of the Board related to the corporation's charter shall be held at the school site or another suitable location within Napa County that is feely accessible to the public.

Section 6.11 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the CEO, the Board Chair, if any, the President, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by any other means. In compliance with the Brown Act, notice of special meetings shall be provided at least twenty-four (24) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to the person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. Special meetings of the Board related to the corporation's charter shall be held, and the notice of such meetings shall be posted, in the same locations as regular meetings as described in Section 6.10.

Section 6.12 Quorum. A majority of the actual number of Directors then in office shall constitute a quorum. Every action taken or decision made by a majority of the Directors at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, 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, if applicable. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, but no action shall be taken unless and until a quorum is restored.

Section 6.13 Participation in Meetings by Conference Telephone. Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, members of the Board may participate in a meeting through the use of teleconference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with one another. Such meeting must also be noticed and conducted in compliance with Section 54953(b) of the Brown Act and Education Code Section 47604.1, including without limitation the following:

- (a) At a minimum, a quorum of the members of the Board shall participate in the teleconference meeting from locations within Napa County;
- (b) All votes taken during a teleconference meeting shall be by roll call;
- (c) If the Board 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 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) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 6.14 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 6.15 Action Without Meeting. Until the corporation has an approved charter to operate a charter school, any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 6.16 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.17 Fees and Compensation. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a Director's actual and necessary expenses incurred when conducting the corporation's business. The corporation may carry liability insurance respecting the conduct of the corporation's business by the Directors.

## **ARTICLE VII. OFFICERS**

Section 7.01 Required Officers. The officers of the corporation shall be a Chief Executive Officer (who may be referred to as the Executive Director or School Principal), a President, a Secretary, and a Treasurer (who may also be referred to as the Chief Financial Officer).

Section 7.02 Permitted Officers. The corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, and such other officers as the business of the corporation may require, each of whom shall be elected or appointed to hold office for such period, have such authority and perform such duties as the Board at its pleasure from time to time may determine.

Section 7.03 Duplication of Office Holders. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/ Chief Financial Officer may serve concurrently as the Chief Executive Officer.

Section 7.04 Election of Officers. The corporation's officers shall be elected by the Board at a regular or special meeting of the Board, shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, until their respective successors shall be elected. Vacancies of officers may be filled by the Board at a regular or special meeting.

Section 7.05 Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any time or, in the case of an officer appointed by another officer, the person with authority to

appoint shall also have the power of removal. Any removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 7.06 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.07 Vacancies. 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 regular election or appointment to such office, provided that such vacancies shall be filled as they occur.

Section 7.08 Chief Executive Officer. The corporation shall have a Chief Executive Officer, who may be referred to as the Executive Director or School Principal. The CEO shall be the general manager and chief executive officer of the corporation, and, subject to the control of the Board and his or her contract of employment, shall generally supervise, direct and control the activities, affairs and officers of the corporation and shall see that all resolutions of the Board are carried into effect and shall perform any and all other duties assigned by the Board.

Section 7.09 President. The Board shall elect one Director to serve as President of the Board, or two Directors to serve as Co-Presidents of the Board, each of whom may be referred to as the Board Chair. Unless the Board elects a separate Chair, the President (or one of the Co-Presidents) shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and any committees thereof, with the time and place of holding, whether annual or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all Directors promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer/ Chief Financial Officer. The Secretary shall also have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.11 Treasurer/ Chief Financial Officer. The Treasurer/ Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director. The Treasurer/ Chief Financial Officer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated from time to time by the Board; disburse the funds of the corporation as may be ordered by the Board; and shall render to the CEO and Directors, upon request, an account of all transactions and of the corporation's financial condition. The Treasurer/ Chief Financial Officer shall present to the Board at all regular meetings an operating statement and report since the last preceding regular meeting of the Board. The Treasurer/ Chief

Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7.12 Compensation of Officers. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, or in the case subordinate officers are appointed by the CEO, the CEO shall also have the authority to fix such officers' salaries, if any. In all cases, any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of the corporation.

### **ARTICLE XIII. COMMITTEES**

Section 8.01 Board Committees. The Board may create one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board, and may delegate to such committee any of the authority of the Board, except with respect to:

(a) Final action on any matter that, by law, requires approval of all of the Directors or a majority of all of the Directors;

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(c) The fixing of compensation, if any, of the Directors for serving on the Board or on any committee;

(d) The amendment or repeal of the corporation's Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees having the authority of the Board;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the number of Directors then in office. The Board may appoint, in the same manner, alternate members to a committee who may replace any absent member at any meeting of the committee.

Section 8.02 Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed generally by, and held and taken in accordance with, the Brown Act and provisions of these Bylaws concerning meetings of the Board, except that special meetings of committees may also be called by resolution of the Board. Meetings of committees shall be conducted in accordance with the Brown Act, if applicable. The Board may prescribe the manner in which proceedings of any such committee shall be conducted, so long as such rules are consistent with these Bylaws and the Brown Act, if applicable. In the absence of any such rules by the Board, each committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 8.03 Revocation of Delegated Authority to Board 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. INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. To the fullest extent permitted by law, the 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” shall have the same meaning herein as in Section 5238(a) 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.

Section 9.02 Other Indemnification. No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 9.03 Insurance. The corporation 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 X. RECORDS AND REPORTS

Section 10.01 Maintenance of Corporate Records. The 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; (c) the original or a copy of its Articles of Incorporation and Bylaws, as amended to date; and (d) 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 outside the State of California, at its office in this state.

Section 10.02 Inspection. Every director shall have the right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts. 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 10.03 Annual Report. Pursuant to Corporations Code Section 6321, within 120 days after the close of its fiscal year the corporation shall send each Director and any other persons as may be designated by the Board, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.



(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 10.04 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 deliver to each Director any information required by Corporations Code Section 6322 with respect to the preceding year.

Section 10.05 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of each of its annual exempt organization information returns for each of the last three years and a copy of its state and federal applications for recognition of exemption.

#### **ARTICLE XI. OTHER PROVISIONS**

Section 11.01 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Public Benefit 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, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 11.02 Fiscal Year. The fiscal year of the corporation shall end on the last day of June of each year.

#### **ARTICLE XII. AMENDMENT OF BYLAWS**

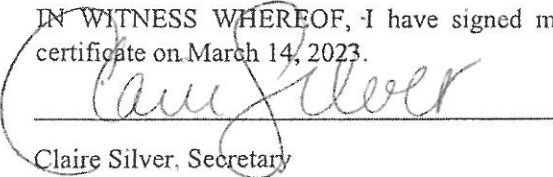
Section 12.01 Bylaw Amendments. The Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the authorized number of Directors.

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**CERTIFICATE OF ADOPTION OF BYLAWS**

I certify that I am the elected and acting Secretary of The Napa Foundation for Options in Education, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute the Bylaws of such corporation that were duly adopted by the corporation's Board of Directors on March 14, 2023.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on March 14, 2023.



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Claire Silver, Secretary

The Napa Foundation for Options in Education