

**BYLAWS OF
OLIVE GROVE CHARTER SCHOOLS, INC.
(A California Nonprofit Public Benefit Corporation)**

ARTICLE 1: CORPORATE NAME

Section 1.1 Corporate Name

The name of this corporation is Olive Grove Charter Schools, Inc. (“Corporation”).

ARTICLE 2: OFFICES

Section 2.1 Principal Office

The principal office shall be fixed and located at such place within Santa Barbara County, California as the Corporation’s Board of Directors (“Board” or “Board of Directors”) shall determine.

Section 2.2 Change of Address

The county of the Corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board may, however, change the Corporation’s principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed an amendment of these Bylaws; the Secretary shall note the change in principal office and effective date below, and shall file notice of such changes with the Secretary of State:

New address: 5075 S. Bradley Rd., Santa Maria, CA 93455 Effective Date: July 1, 2023

New address: Effective Date:

New address: Effective Date:

Section 2.3 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3: PURPOSES

The specific and general purposes of the Corporation are described in its Articles of Incorporation.

ARTICLE 4: MEMBERSHIP

Section 4.1 No Members

The Corporation shall have no members within the meaning of Section 5056 of the California Corporations Code. The rights which would otherwise vest in the members shall vest in the Directors

(“Directors”) of the Corporation. Actions which would otherwise by law require by a majority of all members or approval by the members shall require only approval of the Board.

ARTICLE 5: BOARD OF DIRECTORS

Section 5.1 General Powers

The Board shall conduct and direct the affairs of the Corporation and exercise its powers, subject to the limitations of the California Corporations Code, the Articles of Incorporation, and these Bylaws. The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the Board’s ultimate jurisdiction. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation’s activities, and the Board may rescind any such assignment, referral or delegation at any time.

Section 5.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers enumerated in the Bylaws, and permitted by law:

- A. To appoint and remove Directors.
- B. To select and remove all of the Officers, agents and employees of the Corporation; to prescribe powers and duties for them which are not inconsistent with the law, and to fix their compensation.
- C. To conduct, manage and control the affairs and activities of the Corporation, and to make rules and regulations which are not inconsistent with the law, the Corporation’s Articles of Incorporation or these Bylaws, as it deems best.
- D. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose.
- E. To act as Director under any trust incidental to the Corporation’s purposes, and to bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
- F. To borrow money and incur indebtedness for the purpose of the Corporation, 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 securities therefore.
- G. To indemnify and maintain insurance on behalf of any of its Directors, Officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person’s status as such, subject to the provisions of the California Corporations Code and the limitations noted in these Bylaws.
- H. To carry out such other duties as may be permitted by law, including, but not limited to the establishment, management, and operation of public charter schools.

- I. To carry out any other duties set forth in the charters of those public charter schools established by the Corporation.
- J. To call, hold and conduct meetings of the Corporation’s Board in accordance with the Ralph M. Brown Act (Government Code 54950 *et. seq.*) (“the Brown Act”).
- K. To adopt and use the corporate seal.

Section 5.3 Number of Directors

The number of Directors of the Corporation shall be not less than three (3) nor more than nine (9) unless changed by amendment of these Bylaws. A minimum of 4 seats will be reserved for representation by authorizing chartering authorities, to be amended if additional seats are needed.

In addition to the number of Directors otherwise prescribed by these Bylaws, the Board may also include a pupil member pursuant to Education Code section 47604.2, with limited voting rights set by statute.

Section 5.4 Selection of Directors

- A. Except as noted below, all Directors shall be appointed by the Board of Directors. The Board may, in its discretion, appoint any person who it believes will serve the interest of the Corporation faithfully and effectively, except that the following seats will be reserved:
 - 1. One (1) Director may be a parent or guardian of current year students enrolled in the public charter schools operated by the Corporation. In the event that no parent or guardian comes forth or remains eligible, the Board of Directors may appoint an additional Director to fill that seat for that year.
 - 2. In accordance with Education Code Section 47604(c), one (1) Director may be appointed by the chartering authority of each of the public charter schools operated by the Corporation.
- B. No current employee of the Corporation may serve on the Board of Directors.

Section 5.5 Restriction on Interested Directors

No interested persons may serve on the Board of Directors. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother- in-law, or father-in-law of any such person.

Section 5.6 Term of Office

- A. Term of Office. The term of office of each Director shall be three (3) years. Each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she was appointed or elected and until the appointment or election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws

and California Nonprofit Corporation Law.

- B. Director Appointed to Fill Vacancy. The term of office of a Director appointed to fill a vacancy on the Board begins on the date of the Director's appointment and continues for the balance of the unexpired term. . Mid-term vacancies on the Board of Directors, except for a vacancy in the seat of a representative designated by a chartering authority, may be filled by approval of the Board of Directors. A mid-term vacancy in the seat of a representative of a chartering authority may be filled by the chartering authority.
- C. Reduction in Number of Directors. Any reduction in the number of Directors resulting from amendment of the Bylaws shall not remove any Director prior to the expiration of the Director's term of office unless the reduction or any amendment also provides for the removal of one or more specified Directors.

Section 5.7 Removal of Director by the Board

The Board may remove any Director, except for a representative designated by a chartering authority, with or without cause by vote of a majority of the Directors then in office. A representative designated by a chartering authority may be removed without cause by the designating chartering authority or with the written consent of the designating chartering authority. Any vacancy caused by the removal of a director shall be filled as provided in Section 5.6.

Section 5.8 Resignation by Director

Any Director may resign by giving written notice to the Board, the Chairperson, the President, or the Secretary. The resignation is effective upon the giving of notice, or at any later date specified in the notice. Such notice shall be irrevocable upon receipt. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. No Director may resign if the Director's resignation would leave the Corporation without a duly elected Director in charge of its affairs, without first giving notice to the California Attorney General.

Section 5.9 Compensation of Director

Directors shall serve without compensation. However, the Board may approve reasonable reimbursement of a Director's actual and necessary expenses while conducting Corporation business.

ARTICLE 6: MEETINGS OF THE BOARD

Section 6.1 Conduct of Meetings

All meetings of the Board of Directors and its committees shall be called, held and conducted in accordance with the terms and provisions of the Brown Act and Education Code section 47604.1.

Section 6.2 Place of Meetings

Board Meetings shall be held within the physical boundaries of the county in which the greatest number of pupils who are enrolled in the charter schools managed by the Corporation reside. A two-way teleconference location shall be established at each resource center.

Section 6.3 Annual Meetings

An Annual Meeting shall be held each year for the purpose of electing Officers, appointing Directors, if applicable, making and receiving reports on corporate affairs, and transacting other business as comes before the Board.

Section 6.4 Regular Meetings

Regular Meetings of the Board shall be held at least six times a year, including the Annual Meeting. The Board shall adopt a regular Board meeting schedule. The regular Board meeting schedule may be revised as necessary by the Board of Directors. The Chairperson shall have the authority to reschedule a regular meeting as necessary to establish a quorum of Directors.

Section 6.5 Special Meetings

- A. Special Meetings of the Board may be called at any time in accordance with the Brown Act.
- B. Notice of any Special Meeting shall be addressed or delivered to each Director at the Director's email address as it is shown on the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice.

Section 6.6 Teleconference Meetings²

Members of the Board of Directors may participate in teleconference meetings 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 of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the greatest number of pupils enrolled in the charter schools managed by the Corporation reside;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors 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;
- c. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public, and members of the public shall be provided with an opportunity to address the Board of Directors directly at each teleconference location;³

² Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e) or 54953(f).

³ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

- d. Members of the public must be able to hear what is said during the meeting; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name as a condition to attendance at the meeting.⁴

Section 6.7 Adjourned Meeting and Notice

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment to another time or place shall be given to all Directors and to the public in the manner prescribed by the Brown Act.

Section 6.8 Notices

Notices of Board Meetings shall be given as follows:

- A. Annual and Regular Meetings. Seventy-two hour notice shall be given, as prescribed by the Brown Act.
- B. Special Meetings. Twenty-four hour notice shall be given, as prescribed by the Brown Act.

Section 6.9 Contents of Notices

Notice of meetings shall specify the place, day, and hour of meeting, shall include a brief general description of each item of business to be transacted or discussed at the meeting, and any other information required by the Brown Act.

ARTICLE 7: ACTIONS BY THE BOARD

Section 7.1 Quorum

A quorum shall consist of a simple majority of the Directors then in office. When a meeting is adjourned for lack of a quorum, appropriate notice shall be given as provided in Section 6.7. The Directors present at a duly-called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 7.2 Actions by the Board

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as otherwise provided by the Bylaws or applicable provisions of the California Corporations Code, particularly those provisions relating to appointment of committees (Corporations Code 5212), and indemnification of Directors (Corporations Code 5238(e)), require a greater percentage of different voting rules for approval of a matter by the Board.

⁴ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

Section 7.3 Conduct of Meetings

Meetings of the Board shall be presided over in the following order of priority: Chairperson; Vice Chairperson; Secretary; or Treasurer. In the absence of the previously-named Officers, a Director chosen by a majority of the Directors present at the meeting shall preside over the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence or need to preside over the meeting, another person chosen by a majority of the Directors present at the meeting shall act as a Secretary of the meeting.

Section 7.4 Standard of Care

- A. Performance of Duties. Each Director shall perform all duties of a Director, including duties as a member of any Board committee upon which the Director may serve, in good faith, in a manner the Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- B. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
1. One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
 2. Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence; or
 3. A committee on which the Director does not serve, that is composed exclusively of any or any combination of directors, persons described in paragraph (1), or persons described in paragraph (2), as to matters within its designated authority, provided the Director believes the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
- C. Loans. This Corporations shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer.
- D. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

Section 7.5 Participation in Discussions and Voting

Except as prohibited by law or any Board approved policy, every Director has the right to participate in the discussion and vote on all issues before the Board or any Board committee.

Section 7.6 Duty to Maintain Board Confidences

Every Director has a duty to maintain the confidentiality of all Board discussions held during the closed session. A Director shall not disclose confidential records. Any Director violating these duties may be removed from the Board and may be subject to any lawful penalty.

Section 7.7 Board Training

The Board shall annually participate in training, which shall include, at a minimum, conflict of interest, ethics, and Brown Act training.

ARTICLE 8: OFFICERS

Section 8.1 Officers

The Officers of the Corporation consist of a President, Chairperson, Vice-Chairperson, a Secretary, and a Treasurer. The Corporation may also have such other Officers as the Board deems advisable.

- A. President. Subject to Board control and to the President's contract of employment, the President, also known as the Superintendent, has general supervision, direction and control of the affairs of the Corporation, including but not limited to setting the agendas of the Board, with the input and advice of the Corporation's Officers, and such other powers and duties the Board may prescribe.
- B. Chairperson. If a Chairperson of the Board of Directors is elected, the Chairperson 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.
- C. Vice Chairperson. In the event the Chairperson is absent or disabled, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation; or by these Bylaws, or as may be prescribed by the Board.
- D. Secretary. The Secretary shall:
 - 1. Keep or cause to be kept, at the Corporation'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; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.
 - 2. Keep or cause to be kept, at the principal California office, a copy of the Articles of

Incorporation and Bylaws, as amended to date.

3. Give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors 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 of Directors or the Bylaws may require.

E. Treasurer. The Treasurer shall:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer 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.
2. 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 of Directors may designate.
3. Disburse the Corporation's funds as the Board of Directors may order.
4. Render to the President, Chair, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation.
5. Have such other powers and perform such other duties as the Board, contract, job specification, or the Bylaws may require.
6. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 8.2 Officer Election, Eligibility, and Term of Office

- A. Election. The Board shall elect the Officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that Officers elected to fill vacancies shall be elected as vacancies occur.
- B. Eligibility. In the event of a vacancy in more than one office, a remaining Officer may hold more than one office except that neither the Secretary nor the Treasurer may serve as the President or the Chairperson.
- C. Term of Office. Officers shall serve a term of one (1) year. Each Officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected, whichever occurs first.

Section 8.3 Removal and Resignation of Officers

The Board may remove any Officer, with or without cause, at any time. Any Officer may resign at any time by giving written notice to the Board, the Chairperson or the Secretary of the Corporation. The resignation shall take effect on receipt of the notice or at a later date specified in the notice and shall be irrevocable upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4 Officer Vacancies

Any vacancy caused by the death, loss of legal capacity, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy.

ARTICLE 9: COMMITTEES

Section 9.1 Board Committees

The Board may create one or more standing or ad hoc committees, each consisting of two or more directors, to serve at the pleasure of the Board. Only committees comprised solely of directors may exercise delegated authority of the Board. Appointments to such Board committees shall be by majority vote of the Directors then in office, and the chairperson of such Board Committees shall be appointed by the Chairperson of the Board. Unless otherwise provided in these Bylaws or by the laws of the State of California, each committee shall have all of the authority of the Board to the extent delegated by the Board. However, no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board or on any committee which has the authority of the Board;
- B. Amend or repeal Bylaws or adopt new Bylaws;
- C. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- D. Appoint committees of the Board or the members thereof; or
- E. Approve any action for which the California Corporation Code requires the approval of the Board.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of its members, and fill vacancies therein from the members of the Board. All Board committees shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 9.2 Meetings and Action of Board Committees

The Board shall have the power to prescribe the manner in which proceedings of any such Board

committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Meetings and actions of Board committees shall be governed by, held and taken in accordance with, the provisions of Article 6 of these Bylaws which concern meetings of the Board, with such changes in those provisions as required by this Article 9 and as necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined by the Board or by the committee. Special meetings of committees may also be called by the Board. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

Section 9.3 Other Committees

- A. The Chairperson of the Board, subject to the limitation imposed by the Board, or the Board may create other committees, either standing or special, to serve the Board that do not have the powers of the Board. The Chairperson shall appoint members to serve on such committees and shall designate the committee chairperson. Each member of a committee shall continue as such until the next annual election of Officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee, or until the authorized business of the committee has been completed.
- B. Such other committees established pursuant to this section may consist of persons who are not members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as ‘advisory’ committees.
- C. Meetings of a committee may be called by the Chairperson, the chairperson of the committee or a majority of the committee’s voting members. Each committee shall meet as often as is necessary to perform its duties. Meetings and actions of committees shall be governed by, held and taken in accordance with, the provisions of Article 6 of these Bylaws which concern meetings of the Board, with such changes in those provisions as required by this Article 9 and as necessary to substitute the committee and its members for the Board and its members. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.
- D. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Chairperson of the Board, such resignation, which may or may not be made contingent upon formal acceptance., shall take effect upon the date of receipt or at any later time specified in the notice. The Chairperson may, with prior approval of the Board, remove and appoint members of a committee. The Chairperson, with the Board’s approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

ARTICLE 10: INDEMNIFICATION OF CORPORATE AGENTS

Section 10.1 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,” 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.

Section 10.2 Non-applicability to Fiduciaries of Employee Benefit Plans

This Article 10 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent, as defined in Section 10.1. of the employer Corporation. The Corporation shall only have the power to indemnify such Director, investment manager or other fiduciary to the extent permitted by Section 5140(f) if the California Corporations Code.

ARTICLE 11: INSURANCE FOR CORPORATE AGENTS

The Board may authorize the purchase and maintenance of insurance on behalf of ant agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation), against any liability other than for violating-dealing (Section 5233 of the California Corporations Code) asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provision of Section 3238 of the California Corporations Code.

ARTICLE 12: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 12.1 Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may authorize any Officers or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, such authority may be general or confined to specific instances.

Unless so authorized, no Officers, agent or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation’s credit, or to render it liable monetarily for any purpose or any amount.

ARTICLE 13: CORPORATE RECORDS AND REPORTS

Section 13.1 Maintenance of Corporate Records

The Corporation shall keep at its principal office in the State of California:

A. Minutes of all meetings of Directors and committees of the Board;

- B. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of assets, liabilities, receipts, disbursements, gains and losses;
- C. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 13.2 Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local 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 13.3 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts as permitted by California and federal law.

Section 13.4 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation which shall contain the following information in appropriate 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 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, 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 13.5 Conflict of Interest

The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's directors

are directors and have a material financial interest).

The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code and the applicable conflict of interest laws have been fulfilled.

ARTICLE 14: FISCAL YEAR

The Fiscal year of the corporation shall begin on July 1 of each year and shall end on June 30th of the following year.

ARTICLE 15: OTHER PROVISIONS

Section 15.1 Validity of Instrument

Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount.

Section 15.2 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and is the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.

Section 15.3 Bylaws Amendments.

The Board of Directors may adopt, amend or repeal any of these bylaws by a majority vote of the Directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these Bylaws inconsistent with such charter, the Corporation's Articles of Incorporation, or any laws.

CERTIFICATE

I certify that I am the duly elected and acting Secretary of Olive Grove Charter Schools, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of 14 pages, are the Bylaws of the Corporation as adopted by the Board of Directors on July 3, 2025; and that these Bylaws have not been amended or modified since that date.

Executed July 3, 2025 on at Lompoc, California.

Henry Dickinson, Secretary

1:11 pm
Amended: July 3, 2025