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For more information regarding the content of this material, please contact the Charter Schools Division by phone at 916-322-6029 or by e-mail at charters@cde.ca.gov.

A0734524

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

The undersigned certify that:

NOV 02 2012

1. They are the Board Chair and the Secretary of **Gilroy Prep School**, a California nonprofit public benefit corporation.
2. **Article I** of the Articles of Incorporation is amended to read as follows:

The name of the corporation is **Navigator Schools**.
3. **Article II, Section B** of the Articles of Incorporation is amended to read as follows:

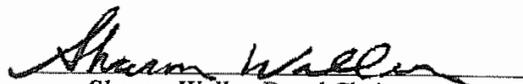
The specific purpose of this corporation is to manage, operate, guide, direct and promote one or more California public charter schools.
4. **Article IV, Paragraph One** of the Articles of Incorporation is amended to read as follows:

The corporation is organized and operated exclusively to manage, operate, guide, direct and promote one or more California public charter schools within the meaning of Internal Revenue Code Section 501(c)(3).
5. **Article VIII, Paragraph One** of the Articles of Incorporation is amended to read as follows:

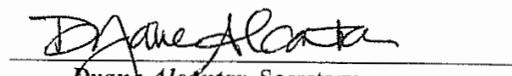
The property of this corporation is irrevocably dedicated to the purposes set forth in Article II above, and no part of the net income or assets of the organization shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person.
6. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
7. The corporation has no members.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: 11-1-2012


Sharon Waller, Board Chair

DATE: 11-1-2012


Ryane Alcantar, Secretary

11/10/12



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

NOV 09 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

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**1ST AMENDED BYLAWS
OF
NAVIGATOR SCHOOLS
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I
NAME**

Section 1. NAME. The name of this corporation is Navigator Schools.

**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 277 IOOF Avenue, Gilroy, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors 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 one or more California public charter schools. 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.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**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

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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 Corporation’s charters. 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 charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation’s Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

**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 of Directors (“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 activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

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

- a. Appoint and remove, at the pleasure of the Board of Directors, 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; and require from them security for faithful service.
- b. Change the principal office or the principal business office from one location to another.
- c. Borrow money and incur indebtedness on the corporation’s behalf and cause to be

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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.

- d. Adopt and use a corporate seal.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than five (5) and no more than eleven (11), unless changed by amendments to these bylaws and to the charters held by the Corporation. The Board shall include representatives and members of the community, including one (1) Parent Representative from Gilroy Prep School and one (1) Parent Representative from Hollister Prep School (collectively referred to herein as "Foundational Schools"). The Corporation will seek to ensure that the members represent a broad area of expertise and a broad cross-section of the school communities and community-at-large, including financial expertise, community and educational leadership, real estate, law, educational pedagogy, public accountancy, business, and philanthropy. Individuals paid by the Corporation will not serve on the Board.

All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Board of Directors, the Corporation may appoint additional directors to ensure an odd number of Board members. All directors shall be designated by the existing Board of Directors.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No person serving on the Board of Directors may be an interested person. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any spouse of such person. This applies to Directors seated after January 1st, 2012.

Section 5. DIRECTORS' TERM AND QUALIFICATION. Except for the initial Board members (who served staggered terms of service to ensure a healthy mix of experienced and new Board members), each director shall hold office for two (2) years and until a successor director has been designated and qualified. No Board member shall serve for more than three consecutive terms, or six years. Parent Representatives must have or had a student enrolled at the Foundational School that the parent represents (at the beginning of their term)

Section 6. NOMINATIONS PROCESS. The Board has created a Governance Committee to implement a process for nominating members to Board, which operates as follows:

- a. Each spring (or as needed due to unplanned vacancies), the Governance Committee will identify existing vacancies, or vacancies that are bound to arise due to expiring Board terms. Though the Governance Committee is responsible for the vetting of all potential board candidates, any member of the Board may identify potential members and submit a resume for the candidate to the Governance Committee.
- b. When a vacancy exists in either, or both, of the Parent Representative seats from the Foundational Schools, the Governance Committee shall provide a notification

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to the respective school site council who shall put forth up to five (5) qualified parent candidates for the Governance Committee to interview (during a public meeting).

- c. The Governance Committee will review resumes for, have conversations with, discuss, and rank all prospective candidates.
- d. The Governance Committee will recommend candidates to the Board and bring the nomination to the Board for a vote at the next Board meeting.
- e. The full Board will review the candidate's resume and vote to approve new members by majority vote.
- f. If the Board does not vote to approve a parent candidate recommended by the Governance Committee (from a list put forth by the appropriate school-site council), the Board will request that a new list of parents candidates be generated and provided to the Board following the same process (the school site council will provide up to 5 candidates for the Governance Committee to interview and then the Governance Committee will forward one or more candidates to the Board to choose from).
- g. New members will begin their term of office in July, or as needed when there is a vacancy. Once members have been sworn in, the Navigator Schools Board of Directors will partake in a mandatory board introductory training as well as the annual board training. New members will be presented with the past history of the board, by laws and policies, as well as all full board and committee responsibilities.
- h. New members will be elected to the Board when a previous member's term expires at an annual meeting occurring during the last quarter of the fiscal year. If vacancies occur mid-year or the Board wishes to grow in size between annual meetings, new members may be added at any Board meeting held for this purpose.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for directorship than can be elected, no Corporation funds may be expended to support a nominee without the Board's authorization.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies 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) in the case of the two (2) Parent Representatives from the Foundational Schools, upon the parent representative's student dis-enrolling or being expelled from the Foundational School the parent represents, regardless of the term remaining. If the Parent Representative's student graduates from the Foundational School the parent representative may remain on the Board for the remainder of his/her term.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Board Chair, or the Secretary, or to the Board as a whole. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board

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may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. 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 or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given 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). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 12. VACANCIES FILLED BY BOARD. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director. Candidates to fill any Parent Representative vacancy must conform to the qualification requirements stated above and must come from a list that originates from the respective school site council.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 14. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation. The Board may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 15. MEETINGS; ANNUAL MEETINGS. All meetings of the Board and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. 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. This meeting shall be held at a time, date, and place as noticed by the Board in accordance with the Brown Act.

Section 16. REGULAR MEETINGS. Regular meetings of the Board including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. At least 72 hours before a regular meeting, the Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 17. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the Board Chair or a majority of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

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Section 18. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board may be held only after at least twenty-four (24) hours' notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours' notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each director at the 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, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 19. 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 of the directors in attendance, and based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 20. TELECONFERENCE MEETINGS. Members of the Board 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 shall participate in the teleconference meeting from locations within the Corporation's jurisdiction;
- 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;¹

¹ This means that members of the Board who choose to utilize their homes or offices as teleconference locations

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- 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.²

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time or place. 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, and to the public in the manner prescribed by any applicable public open meeting law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such 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.

Section 23. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, 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 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 entire Board;
- 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;
- g. Expend corporate funds to support a nominee for director if more people have been

must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

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nominated for director than can be elected; or

- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 24. 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. If the Board has not adopted rules, the committee may do so.

Section 25. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Corporation and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

Section 1. OFFICES HELD. The officers of this corporation shall be a Board Chair, a Vice-Chair, a Secretary, and a Treasurer.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board.

Section 4. REMOVAL OF OFFICERS. 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.

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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 appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. BOARD CHAIR. The Board Chair shall preside at the Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. It shall be the duty of the Chair to guide the Board in the enforcement of all policies and regulations and to perform all other duties normally incumbent upon such an officer. The Chair will help direct and mediate Board discussions with respect to organizational priorities and governance concerns and ensure that the Board engages in a self-evaluation at least once a year. In addition, the Board Chair will work with the board officers and committee chairs to develop the agendas for Board meetings.

Section 8. VICE-CHAIR OF THE BOARD. If a Board Chair is elected, there shall also be a Vice-Chair. In the absence of the Chair, the Vice-Chair 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 9. 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 10. TREASURER. The Treasurer 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 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.

The Treasurer 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 Board Chair and the Board, when requested, an account of all transactions as Treasurer 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.

**ARTICLE IX
CONTRACTS WITH DIRECTORS**

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Section 1. **CONTRACTS WITH DIRECTORS.** The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest).

**ARTICLE X
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES**

Section 1. **CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** 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.

**ARTICLE XI
LOANS TO DIRECTORS AND OFFICERS**

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

**ARTICLE XII
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 of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

**ARTICLE XIII
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

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status as such.

**ARTICLE XIV
MAINTENANCE OF CORPORATE RECORDS**

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.

**ARTICLE XV
INSPECTION RIGHTS**

Section 1. 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 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board and committees of the Board at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

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

**ARTICLE XVI
REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Board shall cause an annual report to be sent to itself (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

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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 2. **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 and furnish to each director a statement of any transaction or indemnification of the following kind:

- a. Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (1) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

**ARTICLE XVII
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 charters that created the charter schools operated by the Corporation, or make any provisions of these Bylaws inconsistent with these charters, the Corporation's Articles of Incorporation, or any applicable laws.

**ARTICLE XVIII
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.

Board Meeting 12.8

Board Meeting 12.8

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Navigator Schools, a California nonprofit public benefit corporation; that these amended bylaws, consisting of 13 pages, are the 1st Amended Bylaws of this Corporation as adopted by the Board of Directors on December 8, 2015 and that these bylaws have not been amended or modified since that date.

Executed on December 8, 2015 at Gilroy, California.



Brett Mosher, Board Chair