

**Bylaws  
of  
Golden Eagle Charter School**

(A California Nonprofit Public Benefit Corporation)

**ARTICLE I  
NAME**

Section 1. NAME. The name of this corporation is: Golden Eagle Charter School hereinafter referred to as "GECS".

**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 2405 S. Mt. Shasta Blvd., Mt. Shasta, CA 96067. The Governance Council 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 Governance Council 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 the Golden Eagle Charter School (Charter School) (a California public charter school). Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

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 distribution 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, rule of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE V**

### **DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School's Charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any council member 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 Governance Council 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 Governance Council finds appropriate.

## **ARTICLE VII**

### **GOVERNANCE STRUCTURE**

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 Governance Council ("council"). The council 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 council.

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 Governance Council shall have the roles and responsibilities of:

Finance:

- Monitor fiscal solvency and management.
- Approve budgets/spending and fiscal policies.

**Educational Program:**

- Monitor student performance.
- Ensure programs and operations align with mission.

**Personnel:**

- Hire/fire/evaluate Director and Coordinator.
- Approve personnel policies including but not limited to process by which salaries, benefits, working conditions (i.e., calendars, holidays, vacations, work day and year) will be determined.

**Facilities:**

- Enter into financing and building contracts.
- Approve construction and remodeling of facilities.

To facilitate input from the teacher and parent community, the Governance Council delineates the following roles and responsibilities to the Leadership Team which include but are not limited to:

- **Finance:**
  - Review and recommend budget priorities.
  - Review annual, first interim, and second interim budgets.
- **Educational Program:**
  - Review student performance data.
  - Develop/align standards, curriculum, instruction, and assessment.
  - Review and refine policies/procedures regarding student achievement.
  - Maintain the parent/student handbook.
- **Personnel:**
  - Participate in prospective employee interviews, as appropriate.
  - Review and make recommendations regarding the Employee Handbook and EF Operations Manual.
  - Develop and implement professional development plan.
- **Compliance:**
  - Review and implement the school's Annual Action Plan.
  - Review and provide input on important school documents and plans including the Charter, the Local Control Accountability Plan, the Western Association of School's and Colleges Action Plan, etc.
- **Facilities:**
  - Conduct school center needs assessment.
  - Make recommendation on facility needs and policies.

The Charter School Director is fully responsible for the daily administration of the Charter School. The responsibilities of the Director shall include, but not limited to the following:

Liaison between the Charter School, parents, and the community.

Remain current with legislation and educational trends that will benefit the Charter School. Ensure that the school is in compliance with all applicable requirements.

Responsible for all aspects of the School's finances and fiscal reporting and business aspects of the school.

Oversee GECS's educational program and monitor student achievement.

Oversee all personnel matters including hiring, evaluation and termination.

Secure facilities and oversee daily operation of facilities

Section 3. DESIGNATED COUNCIL MEMBERS AND TERMS. The Governance Council shall consist of 5 council members unless changed by amendment to these bylaws. The membership, voting rights, term etc. of the Governance Council members shall be delineated in the corporate bylaws with the following criteria:

First year appointed by the developers and approved by the Superintendent for one, two or three year terms so that all council members' terms do not end at once.

Second and subsequent years council elected for three-year terms by:  
Staff members.  
Parents with children enrolled in the Charter School.

Section 4. COMMUNICATION POSITIONS WITH THE COUNCIL: There shall be up to three non-voting communication positions to facilitate the flow of communication related to the management of the school and its educational mission. The school Director shall serve as the school's chief operating officer with the council. A member of the Leadership Team will fill one communication position. The sponsoring entity will designate a representative to the remaining communication position if they choose to appoint one.

Section 5. ON INTERESTED PERSONS AS COUNCIL MEMBERS. No more than 49 percent of the persons serving on the Governance Council may be interested persons. 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 council member as council member; 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 6. COUNCIL MEMBER'S TERM. After the initial appointment, each council member shall hold office for 3 years.

Section 7. GOVERNANCE COUNCIL ELECTIONS. New Governance Council members are elected by a school wide vote of parents/guardians (one vote per family) and staff. Notice of an election to fill upcoming vacancies will be provided to the community at least one month prior to the end of each council term. Elections will be held in December. Potential new Governance Council members must submit a statement of interest to the school three weeks

prior to the election. The ballots will be sent out by mail or email to all GECS families and staff members at least two weeks prior to the election, with a brief statement by the candidates. If the candidate is unopposed, the Governance Council may appoint him/her to serve on the Governance Council without an election.

Section 8. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for council member than can be elected, no corporation funds may be expended to support a nominee.

Section 9. EVENTS CAUSING VACANCIES ON COUNCIL. A vacancy or vacancies on the Governance Council shall occur in the event of (a) the death or resignation of any council member; (b) the declaration by resolution of the Governance Council of a vacancy in the office of a council member 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 council members; or (d) the failure of a council member to be elected.

Section 10. RESIGNATION OF COUNCIL MEMBERS. Except as provided below, any council member may resign by giving verbal or written notice to the Director or President of the Governance Council. 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 council member's resignation is effective at a later time, the Governance Council may elect a successor to take office as of the date when the resignation becomes effective.

Section 11. COUNCIL MEMBER MAY NOT RESIGN IF NO COUNCIL MEMBER REMAINS. Except on notice to the California Attorney General, no council member may resign if the corporation would be left without a duly elected council member or council members.

Section 12. VACANCIES FILLED BY COUNCIL. Vacancies on the Governance Council may be filled by approval of the Governance Council or, if the number of council members then in office is less than a quorum, by (1) the unanimous consent of the council members then in office, (2) the affirmative vote of a majority of the council members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (3) a sole remaining council member.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF COUNCIL MEMBERS. Any reduction of the authorized number of council members shall not result in any council member's being removed before his or her term of office expires.

Section 14. PLACE OF GOVERNANCE COUNCIL MEETINGS. Meetings shall be held at the principal office of the corporation. The Governance Council may designate that a meeting be held at any place within California that has been designated by resolution of the Governance Council or in the notice of the meeting. All meetings of the Governance Council 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 said chapter may be modified by subsequent legislation.

Section 15. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. Any Governance Council meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the council, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation.
- (c) The Governance Council has adopted and implemented a means of verifying both of the following:
  - (1) A person communicating by telephone, video screen, or other communications equipment is a council member entitled to participate in the Governance Council meeting.
  - (2) All statements, questions, actions or votes were made by that council member and not by another person not permitted to participate as a council member.
- (d) The meeting is held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 16. ANNUAL AND REGULAR MEETINGS. Regular meetings of the Governance Council shall be held the second Thursday of the month unless that day should fall on a legal holiday in which event the regular meeting shall be held at the same hour and place on the next Thursday following the legal holiday. The Governance Council shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required if conducted pursuant to these bylaws. The council may hold regular, special and emergency meetings. All meetings of the Governance Council 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 said chapter may be modified by subsequent legislation.

Section 17. AUTHORITY TO CALL SPECIAL MEETINGS. Special and emergency meetings of the Governance Council for any purpose may be called at any time by the president of the council or a majority of the council members.

Section 18. NOTICE OF SPECIAL OR EMERGENCY MEETINGS. Notice of the time and place of special or emergency meetings shall be given to each council member by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the council member or to a person at the council member's office who would reasonably be expected to communicate that notice promptly to the council member; (d) telegram; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the council member's address or telephone number as shown on the corporation's records and shall be sent with at least such notice as is required in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation which are applicable to the type of meeting called.

Notice of the time and place of special or emergency meetings shall be given to all media who have provided written notice to the Golden Eagle Charter School.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office and the business to be transacted at the meeting.

All notice requirements will comply with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 19. QUORUM. A majority of the authorized number of council members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the council members present at a duly held meeting at which a quorum is present shall be an act of the council, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a council member has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common council memberships, (c) creation of and appointments to committees of the council, and (d) indemnification of council members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some council members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 20. ADJOURNMENT. A majority of the council members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 21. COMPENSATION AND REIMBURSEMENT. No council member shall receive compensation for service on the council or for any committee. Pending budgeting approval, council members that attend training may receive reimbursement of expenses. Mileage compensation may be provided council members as per GECS reimbursement policy.

Section 22. CREATION OF POWERS OF COMMITTEES. The council, by resolution adopted by a majority of the council members then in office, may create one or more committees, to serve at the pleasure of the council. Committees may be structured so that they report to the Charter School Governance Council. Appointments to committees of the Governance Council shall be by majority vote of the authorized number of council members. The Governance Council may appoint one or more council members 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 council, to the extent provided in the Governance Council 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 members or approval of a majority of all members;
- (b) Fill vacancies on the Governance Council or any committee of the council;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Governance Council that by its express terms is not so amendable or subject to repeal;
- (e) Create any other committees of the Governance Council or appoint the members of committees of the council;

- (f) Expend corporate funds to support a nominee for council member if more people have been nominated for council member than can be elected; or
- g) Approve any contract or transaction to which the corporation is a party and in which one or more of its council members has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

Section 23. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Governance Council shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Governance Council 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 Governance Council 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 Governance Council may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Governance Council has not adopted rules, the committee may do so.

Section 24. NON-LIABILITY OF COUNCIL MEMBERS. No Council member shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 25. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Governance Council 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 president, a secretary, and a chief financial officer.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

Section 3. The Governance Council shall elect a President and a Vice President on an annual basis. The Governance Council president shall be president of the corporation. The Director shall be secretary and chief financial officer of the corporation.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Governance Council may remove any officer with or without cause. An officer who was not chosen by the Governance Council may be removed by any other officer on whom the Governance Council confers the power of removal.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the council. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under S contract to which the officer is a party.



Section 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. PRESIDENT. The president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The president shall preside at all Governance Council meetings. The president shall have such other powers and duties as the Governance Council or the bylaws may require.

Section 9. VICE-PRESIDENTS. If the president is absent or disabled, the vice-presidents, if any, in order of their rank as fixed by the council, or, if not ranked, a vice-president designated by the council, shall perform all duties of the president. When so acting, a vice-president shall have all powers of and be subject to all restrictions on the president. The vice-presidents shall have such other powers and perform such other duties as the Governance Council or the bylaws may require.

Section 10. SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Governance Council may direct, a book of minutes of all meetings, proceedings, and actions of the council, and of committees of the council. 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 persons present at Governance Council 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 members, of the council, and of committees of the Governance Council 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 Governance Council or by bylaws may require.

Section 11. CHIEF FINANCIAL OFFICER. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and council members such financial statements and reports as are required to be given by law, by these bylaws, or by the council. The books of account shall be open to inspection by any council member at all reasonable times.

The chief financial officer shall (i) 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 Governance Council may designate; (ii) disburse the corporation's funds as the Governance Council may order; (iii) render to the president, chairman of the council, if any, and the council, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the council, contract, job specification, or the bylaws may require.

If required by the council, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Governance Council 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 chief financial officer on his or her death, resignation, retirement, or removal from office.

## **ARTICLE IX CONTRACTS WITH COUNCIL MEMBERS AND OFFICERS**

Section 1. **CONTRACTS WITH COUNCIL MEMBERS AND OFFICERS.** No council member of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's council members are council members have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding that council member's financial interest in such contract or transaction or regarding such common council membership, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Governance Council prior to the council's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Governance Council by a vote sufficient for that purpose without counting the votes of the interested council members; (c) before authorizing or approving the transaction, the Governance Council considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more council members or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

## **ARTICLE X LOANS TO COUNCIL MEMBERS AND OFFICERS**

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

## **ARTICLE XI INDEMNIFICATION**

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its council members, 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 Governance Council by any person seeking indemnification under

Corporations Code section 5238(b) or section 5238(c) the Governance Council 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 Governance Council shall authorize indemnification.

## **ARTICLE XII 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 officers, council members, employees, and other agents, to cover any liability asserted against or incurred by any officer, council member, employee, or agent in such capacity or arising from the officer's, council member's, employee's, or agent's status as such.

## **ARTICLE XIII 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 its members, council, and committees of the council; and
  - (c) Such reports and records as required by law.

## **ARTICLE XIV INSPECTION RIGHTS**

Section 1. COUNCIL MEMBERS' RIGHT TO INSPECT. Every council member 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 council member'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 member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Governance Council, and committees of the Governance Council at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member'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 members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a

copy of the articles of incorporation and bylaws, as amended to the current date.

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Golden Eagle Charter School, a California nonprofit public benefit corporation; that these bylaws, consisting of 13 pages, are the bylaws of this corporation as adopted by the Governance Council on January 8, 2015 and that these bylaws have not been amended or modified since that date.

Executed on December 5, 2017 at Yreka, California.

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Shelly Blakely, Secretary