



June 27, 2011

Dear Sirs,

Please be advised that the corporate name for EIN 42-1742420 has changed from Yuba Highlands to Yuba Environmental Science Charter Academy. Furthermore could you please send a confirmation notice of our 501 (c)(3) status under our current name.

Thank you,

Tony Barber, President

Paul McGovern, CFO

**Certificate of Amendment of Articles of Incorporation****RE: C3007235****ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

The undersigned certify that:

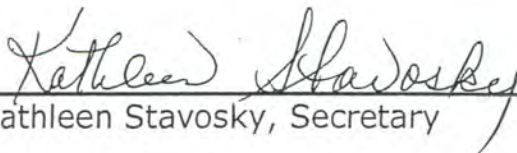
MAR 25 2008

1. They are the president and the secretary, respectively, of **The Yuba Highlands Charter Academy**, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended as follows: The name of this corporation is **The Yuba Environmental Science Charter Academy**.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We 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 our own knowledge.

DATE: 3-25-08

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Dr. Lucas Calpouzos, President

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Ms. Kathleen Stavosky, Secretary

**BY-LAWS**  
**of**  
**YUBA ENVIRONMENTAL SCIENCE CHARTER ACADEMY**  
**A NOT-FOR-PROFIT CORPORATION**

**Article I**  
**Organization**

- A. The name of the organization shall be Yuba Environmental Science Charter Academy and its acronym YESCA shall be used throughout this document.
- B. The organization may at its pleasure by a majority vote of the Council change its name.

**Article II**  
**Purposes**

The specific purpose of this corporation is to establish and operate a public charter school.

**Article III**  
**The Council of Directors**

- A. Number of Council Directors. The number of Council Directors shall be not less than five (5) nor more than fifteen (15) with the exact number of directors to be fixed, within the limits specified, by a resolution adopted by the Council. Throughout the text below, 'Council Director' & "Council member" are the same.
- B. Term of Office. Except as noted below, the term of office for Council members shall be three years. Insofar as possible, the members' terms shall be staggered so that each year approximately one-third of the Council members terms shall expire.

With the exception of founding Council members, who may serve an unlimited number of terms, no Council member may serve more than two consecutive three-year terms, provided, however, that a member who is serving as an officer may continue on the Council at the pleasure of the Council for so long as that member is an officer.

- a. One Council member shall be a YESCA faculty member, elected by the YESCA faculty and staff. This faculty member shall serve on the Council for a term of two years, but may be reelected, provided, however, that no faculty member shall serve more than two consecutive two-year terms.
  - b. In addition the Executive Director and President of the YESCA Parent Association shall serve as ex officio non-voting member of the Council.
- C. Compensation. The voting Council members shall serve without compensation. However, actual and necessary expenses while conducting charter school business can be reimbursed. Further, it is possible for a Council member to receive compensation for specialized services necessary for the operation of the school. These specialized services would fall outside the

normal responsibilities of a Council member.

- D. General Corporate Powers. Subject to the provision and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Council shall have the control and management of the affairs and business of this corporation.
- E. Specific Powers. Without prejudice to the general powers set forth in paragraph D above, the Council shall have the power to:
- a. Appoint and remove, at the pleasure of the Council all the corporation's officers, agents and employees;
  - b. Prescribe powers and duties for them that are consistent with law, with the articles of incorporation, the MOU between YESCA and Marysville Joint Unified School District (MJUSD), and with these by-laws;
  - c. Fix corporation employees and officers compensation; provided, however that the Council may delegate the management of the activities of the corporation to the Executive Director of School under the ultimate direction of the Council;
  - d. Change the principal office or the principal business office in California from one location to another;
  - e. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purpose, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
  - f. Determine who shall be authorized on the corporation's behalf to sign satisfactions, leases, contracts and documents;
  - g. Raise funds for operation of the corporation in furtherance of its public purposes and serve as liaison to the community served by the corporation.
- F. Quorum. A majority of the authorized number of Council members shall constitute a quorum for the transaction of business, except to adjourn.
- G. Regular Meetings. The Council shall meet regularly at least seven (7) times per year, at any place that has been designated by resolution of the Council or in the notice of the meeting, or if not so designated, at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication as long as all trustees participating in the meeting can hear one another. All such Council members shall be deemed to be present in person at such meeting.
- H. Special Meetings. Special meeting of the Council for any purpose may be called at any time by the President or Secretary of the Council or any two Council members.
- I. Notice. Notice of the time and place of all meetings shall be given to each Council Member by e-mail or by telephone at least 48 hours before the time set for the meeting. The notice shall state the time and place of the meeting. It need not specify the purpose of the meeting.
- J. Action Without a Meeting. Any action that the Council is required or permitted to take may be taken without a meeting if all members of the Council consent verbally or via e-mail to the action; provided, however, that the consent of any Council member who has a material financial interest in a transaction to which the corporation is a party and who is an "interested

trustee” as defined in § 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the Council.

- K. Vacancies. A vacancy or vacancies on the Council shall exist on the occurrence of the death or resignation of any Council member or the declaration by board resolution of a vacancy of a Council member who has been declared of unsound mind by qualified doctor(s), convicted of a felony or found to have breached a duty under the California Nonprofit Benefit Corporation Law. Vacancies on the Council shall be filled by a vote of the majority of the remaining members of the Council for the balance of the term of the Council member whose seat has been vacated, except that a vacancy in the faculty member positions shall be filled by a vote of the YESCA faculty and staff.
- L. Resignation. Any Council member may resign by giving written notice to the President of the Council or the Secretary of the Council. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.
- a. Except on notice to the Attorney General of California, no officer may resign if the corporation would be left without a duly elected officer in charge of its affairs.
- M. Reduction of Number of Council members. No reduction of the authorized number of Council members shall have the effect of removing any Council member before that member’s term of office expires.
- N. Committees. The Council, by resolution adopted by a majority of the Council members then in office, provided a quorum is present, may appoint such standing and/or ad hoc committees as it deems appropriate and necessary to serve at the pleasure of the Council. Any such committee, to the extent provided in a Council resolution, shall have all the authority of the full Council, except that no committee, regardless of Council resolution may:
- a. Fill vacancies on the Council or on any committee that has the authority of the Council.
  - b. Fix or adopt new bylaws.
  - c. Amend or repeal any resolution of the Council.
  - d. Create other committees of the Council or appoint the members of committees of the Council.
- O. Standing Committees. The standing committees of the corporation shall include the following:  
Curriculum, Recruitment (Marketing), Finance, Facilities, Grant Writing and Parents/Community Relations.
- a. At its discretion, the Council may add or delete standing committees. Each committee shall consist of one or more Council member and may include one or more interested persons who are not on the Council.
  - b. The Chair of each committee shall be a council member.

#### Article IV

## Membership

This organization shall have no members.

### Article V

#### Officers

- A. Authorized Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer, (CFO). The corporation may also have such other officers as may be appointed by resolution of the Council. The Council may authorize the President to appoint officers. Any number of offices may be held by the same person, except that neither the Secretary nor CFO may serve concurrently as the President of the Council.
- B. Election of Officers. The officers of the corporation shall be chosen annually by the Council and shall serve at the pleasure of the Council. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Council and also, by any officer on whom the Council may confer that power of removal.
- C. Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.
- D. President. The Council shall elect a President that shall preside at meetings of the Council and shall exercise and perform such other powers and duties as the Council may assign from time to time. The President shall have all of the powers and shall perform all of the duties which are normally inherent the office of the Chair of the Council of a nonprofit corporation or association.
- E. Vice President. The Vice President, shall, in the event of the absence or inability of the President to exercise the office, become acting president of the organization with all the rights, privileges and powers as if s/he had been the duly elected President.
- F. Secretary. The Secretary shall keep the minutes and records of the organization in the appropriate books; shall file any certificate required by any state or federal statute; and shall be the official custodian of the records of the organization; shall submit to the Council all communications which shall be addressed to her/him as secretary of the organization; shall attend to all correspondence of the organization; and shall exercise all duties incident to the office of secretary.
- G. CFO. The CFO 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 CFO shall oversee the financial affairs of the corporation. The CFO shall present such financial statements and reports as may be required by law or as the Council may direct.

### Article VI

#### Executive Director of YESCA

The Executive Director of YESCA shall be appointed by the Council and shall be the Chief Executive Officer of the corporation subject to the direction and approval of the Council. The Executive Director shall, subject to the control of the Council, supervise and direct the corporation's activities and affairs. The Executive Director may also be appointed Principal of YESCA.

## **Article VII Indemnity**

To the fullest extent permitted by law, this corporation shall indemnify its trustees, officers, employees, and other persons described in §5238(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actual 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 these bylaws shall have the same meaning as in §5238(a) of the California Corporations Code.

## **Article VIII Insurance**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, trustees, employees and other agents, against any liability asserted against or incurred by an officer, Council member, employee or agent in such capacity or arising out of the officer's, Council member's, employee's, or agent's status as such.

## **Article IX Amendments**

Except as otherwise provided herein, new bylaws may be adopted or the bylaws may be amended by the affirmative vote of a majority of the Council.

## **Article X Records and Reports**

- A. Corporate Records. The corporation shall keep:
- a. Adequate and correct books and records of account.
  - b. Written minutes of the proceedings of its board and committees of the board.
  - c. The original or a copy of the articles of incorporation and bylaws, as amended to date.
- B. Inspection. Every Council member shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties and the records of each of its subsidiaries, if any. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- C. Annual Reports. The corporation shall send to all Council members copies of such annual reports as required by law.

**Article XI  
Precedence**

Whenever any provision of these By-Laws is in conflict with the provisions of the MOU between YESCA & MJUSD, the MOU shall have precedence.

**Article XII  
Adoption of these Bylaws**

We, the undersigned, all are of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of \_\_\_\_\_ preceding pages, as the bylaws of this corporation.

Dated:

*Lucas Calouzos*  
*Arthur Craigmill*  
*Kathleen Hawesky*  
*John E. Norris*  
*Parryson*  
*Don Richards*

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**Article XIII**  
**Certificate of Secretary**

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of YESCA, a California nonprofit public benefit corporation, that the above bylaws, consisting of 7 pages are the bylaws of the corporation as adopted by the Council of Directors on May 7, 2008 and that they have not been modified since that date.

Executed on May 7, 2008

At Yuba County, California.

Kathleen Staworky  
Secretary