

**YUBA ENVIRONMENTAL SCIENCE CHARTER ACADEMY
REGULAR MEETING
COUNCIL OF DIRECTORS
AGENDA**

**9841 Texas Hill Road
Oregon House, CA
In Person**

October, 30 2025

Meeting start time is 3:30 PM

Video call link: <https://meet.google.com/edt-ujnc-ika>

Or dial: (US) +1 636-429-2871 PIN: 745 520 743#

More phone numbers: <https://tel.meet/edt-ujnc-ika?pin=3057554023624>

**INSTRUCTIONS FOR PRESENTATIONS TO
THE COUNCIL BY PARENTS AND CITIZENS**

The Yuba Environmental Science Charter Academy (“YES Charter Academy”) welcomes your participation at the School’s Council meetings. The purpose of a public meeting of the Council of Directors (“Council”) is to conduct the affairs of the School in public. We are pleased that you are in attendance and hope that you will visit these meetings often. Your participation assures us of continuing community interest in our School. To assist you in the ease of speaking/participating in our meetings, the following guidelines are provided:

1. Agendas are available to all audience members at the door to the meeting.
2. Blue “Request to Speak” forms are available to all audience members who wish to speak on any agenda items or under the general category of “Oral Communications.”
3. “Oral Communications” is set aside for members of the audience to raise issues that are not specifically on the agenda. However, due to public meeting laws, the Council can only listen to your issue, not respond or take action. These presentations are limited to three (3) minutes and total time allotted to non-agenda items will not exceed fifteen (15) minutes. The Council may give direction to staff to respond to your concern or you may be offered the option of returning with a citizen-requested item.
4. With regard to items that are on the agenda, you may specify that agenda item on your blue request form and you will be given an opportunity to speak for up to five (5) minutes when the Council discusses that item. In accordance with Title VI of the Civil Rights Act of 1964 and related statutes, this body is committed to ensuring meaningful access to all its programs and activities for people with Limited English Proficiency (LEP). If a member of the public requires a language or any other type of interpreter to provide public comment, they will be allotted twice the standard time to account for the need for interpretation.
5. When addressing the Council, speakers are not required to state their name and/or other self identifying information.
6. Citizens may request that a topic related to school business be placed on a future agenda in accordance with the guidelines in the School’s Council BP. Once such an item is properly agendized and publicly noticed, the Council can respond, interact, and act upon the item.
7. Requests for disability-related modifications or accommodations to participate in this public meeting should be made 24 hours prior to the meeting by calling 530-692-2210 or lmiller@yescharteracademy.org. All efforts will be made for reasonable accommodations. The agenda and public documents can be modified upon request as required by Section 202 of the Americans with Disabilities Act.

I. PRELIMINARY

A. CALL TO ORDER:

B. ROLL CALL/ESTABLISH QUORUM

| | | |
|--------------------------------|-------------------------|--|
| President/Chair | Pam Cook | |
| Vice President | vacant | |
| Chief Financial Officer | Paul McGovern | |
| Secretary | Open Vacant | |
| Staff Representative | Lance Haliday | |
| Principal/Director | Louise Miller | |
| Director | Yvette Rodriquez | |
| Director | Deborah Hoerner | |
| Director | Wendy Underhill | |

Guests:

C. Adopt Minutes from Previous Meeting: (September 25, 2025)

D. Reading of Vision/Mission/Core Values:

Mission: YES CHARTER ACADEMY educates K-10 students in a school culture that values the scientific method and a curricular focus on environmental studies. The highest Common Core State Standards, as well as high standards of moral conduct, are emphasized.

The vision of the YES CHARTER ACADEMY is to educate K–10students of the Sierra Foothills through a self-motivating, individualized, and comprehensive curriculum that connects learners with learning via a program, teaching staff, and school culture that value scientific methods of inquiry.

YES Charter Academy Students Are: Environmental Stewards, Positive Team Members, Academic Masters, Resourceful, Responsible Citizens, Kind!

II. PUBLIC SESSION

A. Public Comment: For Information

B. The Staff Representative will address the COD: For Information

C. YES COD Dashboard Update: For Information

- D. YES Charter By-laws: The COD will consider to approve the updated By-laws **For Action**
- E. The President Pam Cook will address the COD on Committee Meeting Structure: **For Information only**
- F. Council of Directors w

III. REGULAR REVIEW OF COMMITTEE MEETING MINUTES: For Information

- **Facilities and Safety:** Wendy Underhill/Pam Cook/Deb Campbell/Dawn Kaundart/Sara Hedrick/Lance Haliday/ James Brandt
- **Academic:** Louise Miller/Paul McGovern
- **Outreach:** Louise Miller/Deborah Hoerner/Margaret Campbell
- **Finance:** Paul McGovern/Pam Cook
- **Transportation:** Deb Campbell/Dawn Kaundart
- **Wellness:** Louise Miller/ Sheila Rolfer
- **Anti-Bullying Committee:** Yvette Rodriguez/ Anthony Emmolo/ Justin Drumm/Louise Miller

IV. ADJOURNMENT

**YUBA ENVIRONMENTAL SCIENCE CHARTER ACADEMY
REGULAR MEETING
COUNCIL OF DIRECTORS**

Minutes

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I. PRELIMINARY

A. **CALL TO ORDER:** *by Pam Cook at 3:30*

B. **ROLL CALL/ESTABLISH QUORUM**

| | | |
|--------------------------------|-------------------------|----------|
| President/Chair | Pam Cook | x |
| Vice President | Linda Cohee | |
| Chief Financial Officer | Paul McGovern | x |
| Secretary | open | |
| Staff Representative | Lance Haliday | x |
| Principal/Director | Louise Miller | x |
| Director | Yvette Rodriquez | |
| Director | Deborah Hoerner | x |

Guests:

Debbie Campbell, Wendy Underhill

C. **Adopt Minutes from Previous Meeting: (August 28, 2025)**

Pam Cook Moved to approve the minutes. Deborah Hoerner seconded. The vote was unanimous in the affirmative.

D. **Reading of Vision/Mission/Core Values:**

Mission: YES CHARTER ACADEMY educates K-10 students in a school culture that values the scientific method and a curricular focus on environmental studies. The highest Common Core State Standards, as well as high standards of moral conduct, are emphasized.

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II. PUBLIC SESSION

A. Public Comment: **For Information**
None

B. The Staff Representative will address the COD: **For Information**
Lance Haliday addressed the COD about WASC and the beginning of the school year.

C. YES COD Dashboard Update: **For Information**
Moved to committee reports

Item H was moved to this spot on the agenda. Wendy Underhill left the meeting room. The COD members discussed her qualifications. Pam Cook moved to seat her on the YES COD. Lance Haliday seconded the motion. The vote was unanimous in the affirmative. Wendy Underhill was seated with the YES Council of Directors.

- D.** Applied Landscape Materials Proposal: The COD will review and consider for approval Applied Landscape Materials Proposal: **For Information/ Action**

Deborah Hoerner moved to approve the Landscape Materials Proposal with the condition that Debbie Campbell research and confirm that the bark is not treated. Pam Cook seconded the motion. The vote was unanimous in the affirmative.

- E.** Consent Agenda (Approved in its entirety)
1. Policy 6161.1 Selection And Evaluation Of Instructional Materials: **For Action**
 2. Policy 6161.11_Supplementary Instructional Materials: **For Action**
 3. Exhibit 6161.1-E Selection And Evaluation Of Instructional Materials: **For Action**

Lance Haliday moved to approve the consent Agenda. Wendy Underhill seconded. The vote was unanimous in the affirmative.

- F.** Proposition 28 Arts in Music in Schools Funding Annual Report Fiscal Year 2025-26: The COD will review and consider for approval Proposition 28: **For Information/Action**

Deborah Hoerner moved to approve the Prop 28 item. Pam Cook seconded the motion. The vote was unanimous in the affirmative.

- G.** YES Charter By-laws: The COD will consider to table By-laws pending review by YM & C : **For Action**

Tabled until next month

- H.** Election of Director: The COD will consider electing Wendy Underhill onto the COD: **For Action**

Item H was moved to the beginning of the meeting.

III. REGULAR REVIEW OF COMMITTEES: For Information

- **Facilities and Safety:** Pam Cook/Deb Campbell/Dawn Kaundart/Sara Hedrick/Lance Haliday/James Brandt
Debbie Campbell reported about the ongoing kitchen remodel and progress on the high school development.
- **Academic:** Louise Miller/Linda Cohee//Paul McGovern
Paul McGovern and Louise Miller reported about setting goals for the 2026 CAASPP.
- **Outreach:** Louise Miller/Deborah Hoerner/Margaret Campbell
Deborah Hoerner reported about the outreach initiatives.
- **Finance:** Paul McGovern/Pam Cook
Paul McGovern presented the Financial Dashboard.

- **Transportation:** Deb Campbell/Dawn Kaundart
Debbie Campbell reported that there was no change.
- **Wellness:** Louise Miller/ Sheila Rolfer
Louise Miller reported that the wellness committee is working on an announcement about healthy snacks.
- **Anti-Bullying Committee:** Yvette Rodriguez/ Anthony Emmolo/ Justin Drumm/Louise Miller
Yvette Rodruquez had submitted a written report that Anthony Emmolo at the direction of the Anti-Bullying Committee created a library of read aloud books for teachers to borrow and read to their class during anti-bullying month.

IV. **ADJOURNMENT**

5:05

Minutes - Meeting Oct 10th Academic Committee Meeting

- Surveys
 - Paul to share last years surveys with team members for review
 - Teachers Survey - Connie and Samira to get feedback from other teachers
 - Parents Survey - Robin and Seraphim to get feedback from other teachers
- Louise to create a CAASPP Prediction Sheet
- Monday Oct 11th all teachers to fill out 2026 CAASPP Prediction Sheet
- Louise to ask Nick to summarize CAASPP Prediction Sheet
- Academic Team to recommend Goals in advance of Oct 30th meeting
- Additional strategies on how to reach Goals beyond what is currently in place to be considered after Goals are in place.

Date Met: October 10, 2025

Name of Committee: Facilities and Safety

Members:

- Lance Haliday
- James Brandt
- Dawn Kaundart
- Sara Hedrick
- Debbie Campbell
- Pamela Cook

Members in attendance:

- James Brandt
- Dawn Kaundart
- Debbie Campbell
- Pamela Cook

Safety and Facilities Committee Meeting Notes /Topics Discussed:

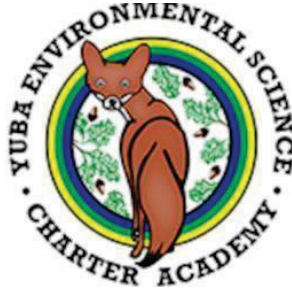
1. Emergency Alert System ~ Debbie reported that inquiries were made to Catapult (the Emergency Alert System used by YCOE and MJUSD). She has yet to receive any responses.
2. The Fire Safety Plan and the School Safety Plan were sent to most members for review - Debbie will send the plan to all members for review and it will be discussed at the next meeting. There are new regulations in SB 98 that will need to be included in the Safety Plan which will be due by March 2026.
3. The new High School Plans~ were sent off to the architect - no feedback at this time. The County did do a traffic study and will have their recommendations to review soon. Debbie learned that there are new SBA Rules that will require us to retrofit the new modulars to be compliant. This will be an unanticipated expense - but will be doable and much less constantly than buying new modulars. Amir has been in

contact with Debbie re: Traffic Questions and CEQA Questions (see attached email). Debbie will respond to Amir this week

4. The Safety/Facilities Committee received a written request from another committee. The request was to improve the Middle School Basketball Court and to provide the students using the Court with an appropriate trash container. The committee discussed the request and will take the matter of improving the court under advisement. The Committee will also provide the students with a new trash can by Tuesday, October 14th. end We discussed an emergency alert system, and I am looking into Catapult EMS Alert System

This was an Information Sharing Meeting –

No Recommendations were made to the COD



**BYLAWS of THE YUBA ENVIRONMENTAL SCIENCE CHARTER ACADEMY
(A California Nonprofit Public Benefit Corporation)**

**Article I
Name**

The name of the Corporation shall be The Yuba Environmental Science Charter Academy and its acronym "YES" shall be used throughout this document.

Article II

Principal Office of the Corporation

The principal office for the transaction of the activities and affairs of the Corporation is located in 9841 Texas Rill Rd, Oregon House, State of California. The Council 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.

**Article III
Purposes**

- A. Purposes. The purposes for which this corporation is organized are those allowed under the law of the State of California and specifically include the public education of children through the establishment and operation of a public charter school. In the context of this purpose, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercises of power that do not further the purposes of the Corporation.

- B. Limitations. 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 carrying on the 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.

Articles IV 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 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

This Corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in Yuba Environmental Science (“YES”) Charter Academy’s (the “Charter School”) 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 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 The Council of Directors

A. Council of Directors

Yuba Environmental Science Charter Academy is governed by the YES Charter Academy Board of Directors who shall be known as the “Council of Directors” or the “Council” . The number of directors shall be no less than five (5) and no more than nine (9), unless changed by amendments to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Council. The Council composition includes directors who represent the parents, the community, and the interests of the Yuba County Office of Education (the “County”). In accordance with Education Code Section 47604(c), the County may appoint a representative to sit on the Council of Directors. If the County designates a representative to serve on the Council of Directors, the Council may appoint an additional director to ensure an odd number of directors. All directors, except for the representative designated by the County, shall be appointed by the existing Council of Directors. Vacancies on the Council are appointed by the remaining Council members. In addition to the number of directors otherwise prescribed by these Bylaws, the Council may also include a pupil member pursuant to Education Code Section 47604.2, with limited voting rights set by statute.

The composition of the Council of Directors remains as follows:

- Two Council seats are available for parents/guardians of children enrolled in YES Charter Academy
- Three directors may be parents/guardians and/or community members
- One director shall be a teacher representative. The YES Charter Academy faculty and staff shall vote to nominate a candidate for Council consideration and appointment. The teacher representative is authorized to vote in all normal business matters, with the exception of matters associated with teacher discipline, teacher compensation or any other matter the YES Charter Academy Council of Directors deem inappropriate due to a real or perceived conflict of interest. The teacher representative does not participate in closed session except as deemed appropriate and by invitation of the regular Council members. Pursuant to Education Code Section 47604.1(d), the teacher representative shall abstain from voting on, or influencing or attempting to influence another director, regarding all matters uniquely affecting the teacher's employment.

The remaining Council seats may be filled by community members.

A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Council of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum, except as otherwise provided by the California Nonprofit Corporation Law. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned, directors may not vote by proxy. The vote or abstention of each Council member present for each action taken shall be publicly reported.

The Council of Directors meetings are headed by a Council President, who is elected by the Council at the concluding meeting of the school year.

- B. Restrictions on the Interested Persons as Directors. Except as allowed by Education Code section 47604.1, no person serving on the Council of Directors may be an interested person. An interested person is (a) any person currently being 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; 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. The Council may adopt other policies circumscribing potential conflicts of interest.
- C. Terms of Office. The term of office for Council members shall be three (3) years. Insofar as possible, the Council members' terms shall be staggered so that each year approximately one-third of the Council members' terms shall expire.

A Council member may serve more than two (2) consecutive three-year terms, if the Council determines that such additional terms are essential to the continuity of Council management and affairs.

- D. Nominations to Council. The Council President may appoint a committee to designate qualified candidates for appointment to the Council. Potential candidates will be introduced at a regularly

scheduled Council meeting. Candidate directors should introduce themselves, discuss their background, and provide a short-written statement (or any additional information requested by the Council) regarding their interest in serving on the YES Charter Academy Council of Directors. Council members are encouraged to ask questions and exercise due diligence in the selection of new directors. The appointment of new directors will occur at a subsequent meeting, not less than one (1) month or more than six (6) months from the introduction of a candidate director.

- E. Vacancies. A vacancy or vacancies on the Council shall exist on the occurrence of: (1) the death, resignation or removal of any Council member; (2) the declaration by Council resolution of a vacancy of a Council member who has been declared of unsound mind by court order, convicted of a felony or found by final order or judgment of any court to have breached a duty under the California Nonprofit Benefit Corporation Law; (3) the increase of the authorized number of directors; or (4) the failure of the Council members, at any meeting of the Council members at which any director or directors are to be appointed, to appoint the number of directors required to be appointed at such meeting; and (5) termination of the teacher representative's employment with YES Charter Academy; (6) the failure of a parent representative to have a child enrolled at YES Charter Academy. Vacancies on the Council, except for a vacancy in the seat of the representative designated by the County, shall be filled by approval of the Council. A vacancy in the seat of the representative designated by the County shall be filled by the County. The YES Charter Academy faculty and staff shall vote to nominate a candidate to fill a vacancy in the seat of the teacher representative for Council consideration and appointment. Directors appointed to fill a vacancy shall serve for the remainder of the term of the vacant seat.
- F. Resignation. Any Council member may resign by giving written notice to the President of the Council or the Secretary of the Council or to the Council. The resignation shall be effective when the notice is given unless specifies a later time for the resignation to become effective.
 - a. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected or appointed director or directors in charge of its affairs.
- G. 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 Council member's term of office expires.
- H. Removal of Directors. Any director, except for the representative designated by the County, may be removed, with or without cause, by the vote of the majority of the members of the entire Council of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and the removal 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). The representative designated by the County may be removed without cause by the County or with the written consent of the County. Any vacancy caused by the removal of a director shall be filled as provided in Article V, Section E.
- I. Compensation. The Council members shall serve without compensation. Directors may receive such reimbursement of expenses as the Council of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.
- J. Non-Liability of Directors. No directors shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

- K. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Council's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Council.
- L. Specific Powers. Without prejudice to the general powers set forth in paragraph K 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 the Corporation's officers, agents and employees that are consistent with law, with the Articles of Incorporation, the MOU between YES Charter Academy and the County, and with these Bylaws;
 - c) Fix corporation employees and officers compensation; provided, however that the Council may delegate the management of the activities of the Corporation to the Superintendent/Principal 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.
- M. Meetings of the Council. All meetings of the Council of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act and Education Code Section 47604.1. The Council of Directors shall meet annually for the purpose of organization, election of officers, adoption of the regular Council meeting schedule, 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 Council of Directors in accordance with the Brown Act.
- N. Regular Meetings. The Council shall meet within the physical boundaries of the county in which the Charter School is located 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. The Council shall adopt a regular Council meeting schedule at the annual Council meeting. The regular Council meeting schedule may be revised as necessary by the Council of Directors. At least 72 hours before a regular meeting, the Council, 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. The President shall have the authority to reschedule a regular meeting as necessary to establish a quorum of directors.

- O. Special Meetings. Special meeting of the Council for any purpose may be called at any time by the President, if there is such an officer, or a majority of the Council. If a President has not been elected then the Vice-President is authorized to call a special meeting in place of the President. In accordance with the Brown Act, special meetings of the Council may be held only after twenty-four (24) hours' notice is given to each director and to the public through the posting of an agenda. The party calling a special meeting shall determine the place, date, and time thereof.
- P. Teleconference Meetings.¹ Members of the Council may participate in teleconference meetings so long as the following requirements of the Brown Act are complied with:
- a) At a minimum, a quorum of the members of the Council of Directors shall participate in the teleconference meeting from locations within the boundaries of the county in which the Charter School is located s;
 - b) All votes taken during a teleconference meeting shall be roll call;
 - c) If the Council 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;
 - d) All locations where a member of the Council 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 Council of Directors directly at each teleconference location ;²
 - e) Members of the public must be able to hear what is said during the meeting; and
 - f) The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name as a condition to attendance at the meeting.³
- Q. Adjournment. A majority of the directors present, whether or not quorum is present, may adjourn any Council of Directors 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 the Brown Act.
- R. Committees. The Council, by resolution adopted by a majority of the Council members then in office, may create one or more committees of the Council, each consisting of two or more directors, to serve at the pleasure of the Council. Only committees composed solely of directors

¹ 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). Effective January 1, 2026, the teleconferencing requirements of Paragraph P shall not apply as provided in Section 54953(b)(4). Pursuant to Government Code Section 54953.8, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Sections 54953.8.2., 54953.8.3, or 54953.8.6.

² This means that members of the Council of Directors who choose to utilize their homes or offices as teleconference locations must be open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

³ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

may exercise delegated authority 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 any committees of the Council;
- b) Amend or repeal bylaws or adopt new bylaws;
- c) Amend or repeal any resolution of the Council or its express terms is not so amenable or subject to repeal;
- d) Create any other committees of the Council or appoint the members of committees of the Council

S. Standing Committees. The standing committees of the Corporation may include the following: Curriculum, Recruitment (Marketing), Finance, Facilities and Safety, Grant Writing and Parents/Community Relations.

- a) At its discretion, the Council may add or terminate standing committees.
- b) The Council may create one or more advisory committees which may be composed of one or more Council members and may include one or more interested persons who are not on the Council.
- c) The Chair of each committee shall be a Council member.

T. Meetings and Actions of Committees. Meetings and actions of committees of the Council of Directors shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, other Council of Directors' 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 Council of Directors' 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 Council of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Council of Directors has not adopted rules, the committee may do so.

Article VII Membership

This Corporation shall have no members within the meaning of the Nonprofit Corporation Law.

Article VIII Officers

A. Authorized Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer ("CFO"), and a Chief Executive Officer. The Corporation may also have such other officers as may be appointed by resolution of the Council. Any number of

offices may be held by the same person, except that neither the Secretary nor CFO may serve concurrently as the President or the Chief Executive Officer.

- 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 officer under any contract of employment, any officer may be removed with or without cause by the Council.
- C. Resignation. Any officer may resign at any time by giving written notice to the Council. 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. If a director's resignation is effective at a later time, the Council of Directors may elect a successor to take office as of the date when the resignation becomes effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under contract to which the officer is a party.
- D. Removal. Without prejudice to any officer under an employment contract, the Council may remove any officer with or without cause.
- E. 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.
- F. 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 to the office of the Chair of the Council of a nonprofit corporation or association.
- G. 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.
- H. Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Council of Directors 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; the names of the directors present at Council of Directors and committee meetings; and the vote or abstention of each Council member present for each action taken.

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 Council and of committees of the Council 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 Council of Directors or the Bylaws may require.

- I. 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 treasurer 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. The books of account shall be open to inspection by any director at all reasonable times.

The CFO 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 Council of Directors may designate; (b) disburse the Corporation's funds as the Council of Directors may order; (c) render to the President, if any, and the Council, 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 Council, contract, job specification, or the Bylaws may require.

- J. The Superintendent/Principal, 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 Principal/Superintendent shall have such other powers and duties as the Council of Directors or the Bylaws may require.

Article IX Conflicts of Interest

- A. 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 shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors and have a material financial interest). Pursuant to Education Code section 47604.1, notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of the Corporation shall not be disqualified from serving as a member of the Council of Directors because of that employee's employment status. A member of the Council of Directors who is also an employee of the Corporation shall abstain from voting on, or influencing or attempting to influence another member of the Council of Directors regarding, all matters uniquely affecting that member's employment.
- B. 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 unless all of the requirements in the YES Charter Academy Conflict of Interest Code and the applicable conflict of interest laws have been fulfilled.

Article XI Loans to Directors and Officers

This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; 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 Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its directors, 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 of 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 this Bylaw shall have the same meaning as in §5238(a) of the California Corporations Code.

Article XIII Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by the law on behalf of its officers, trustees, employees or other agents, to cover 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 XIII 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 present at a meeting of duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the Yuba Environmental Science Charter Academy, or make any provisions of these Bylaws inconsistent with that Charter, the Corporation’s Articles of Incorporation, or any laws.

Article XV 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 Council and committees of the Council.
 - 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 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, as permitted by California and federal law. This right to inspect

may be circumscribed in instances where the right to inspect with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. 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, as permitted by California and federal law.

- C. Annual Reports. The Corporation shall send to all directors copies of such annual reports as required by law.

Article XVI

Precedence

Whenever any provision of these Bylaws is in conflict with the provisions of the charter or MOU between YES Charter Academy and YCOE, the charter and MOU shall be controlling.

Article XVII

Fiscal Year

The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of YES Charter Academy, a California nonprofit public benefit corporation, that the above Bylaws, consisting of _____ pages are the Bylaws of the Corporation as revised and adopted by the Council of Directors on _____ and that they have not been modified since that date.

Executed on _____

At [9841 Texas Hill Road, Oregon House, California]

Secretary

