



**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 insure 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 may exercise delegated authority of the Council. Any such committee, to the extent provided in

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.

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 11 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 October 30th, 2025




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

Pamela S. Cook 2025-10-31

President

Audit trail

Details	
FILE NAME	YES Charter Academy Bylaws 2025 (4906-2943-1147.v14).docx - 10/31/25, 2:01 PM
STATUS	● Signed
STATUS TIMESTAMP	2025/10/31 19:14:12 UTC

Activity		
 SENT	mgoldberg@yescharteracademy.org sent a signature request to: <ul style="list-style-type: none">• Pamela S. Cook (pamelascook52@gmail.com)	2025/10/31 19:02:17 UTC
 SIGNED	Signed by Pamela S. Cook (pamelascook52@gmail.com)	2025/10/31 19:14:12 UTC
 COMPLETED	This document has been signed by all signers and is complete	2025/10/31 19:14:12 UTC

The email address indicated above for each signer may be associated with a Google account, and may either be the primary email address or secondary email address associated with that account.