OVERVIEW – RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of Perseverance Prep, Inc. holds the charter for Perseverance Preparatory School (“Perseverance Prep”), pursuant to the California Charter Schools Act. The Board is an organized group of volunteers who, collectively, are legally and ethically accountable to the community and the State of California for the health, vitality, and effectiveness of our organization. The primary role of the Board is “governance.” Governance encompasses legal responsibilities, general and academic oversight, planning and policy-making, and meeting fiduciary requirements.

The Perseverance Prep Board Policies Handbook contains the policies used to effectively govern the organization for the purpose of creating a high quality public charter school for the students and families of San Jose.
SECTION 1 – THE SCHOOL

1.01 Mission, Vision, and Core Beliefs

Mission: Perseverance Preparatory School prepares scholars in grades 5-8 through rigorous academics, targeted instruction, and service learning for a life of ethical leadership and scholarly success.

Vision: Perseverance Preparatory School (“Perseverance Prep”) will ensure that its graduates are equipped with 21st Century skills and knowledge for a life of scholarly success and ethical leadership. Now more than ever, all students, including those residing within Silicon Valley, must compete in a global market for rapidly changing career fields and opportunities and must remain deeply invested in the life and success of the larger communities in which we all live and grow.

Upon matriculation from Perseverance Prep at the end of 8th grade, our students will be able to collaborate and advocate for themselves both within a group and on behalf of a group. They will be able to convincingly convey their ideas or opinions in a logical and eloquent manner, as all of our students will have the unique opportunity to take Speech and Debate in all grades 5-8.

Perseverance Prep has an unwavering belief that all students can and should excel academically, regardless of their race, socioeconomic status, citizenship status, home language, or zip code. Perseverance Prep has six core principles that drive toward our mission and allow us to ensure every student can succeed in a post-secondary school and go forth to become leaders with conviction.

Focus on Critical Analysis: With a continually changing professional career landscape, Perseverance Prep will prepare students to excel in careers that currently do not exist. We will equip students with a love for learning as well as a tool belt of keen analytical skills so that they are able to navigate high school, and eventually college and their professional careers successfully. Our students will be able to read and analyze complex texts, solve multi-step math problems with multiple solutions and draw connections across multiple content areas, and will be prepared for the critical reading, writing, and analytical skills required in a college preparatory course of study at the high school level.

Growing Excellent Teachers: Many students will enter Perseverance Prep behind grade level in both reading and mathematics. To ensure our students’ academic success, they will need a team of highly qualified teachers able to remediate and accelerate student learning and ensure they are able to read at or above grade level by the end of grade eight. Students leaving middle school without proper preparation are less likely to be college ready by the time they leave high school. To support our students and ensure that they are well positioned to reach the ambitious goals we have set for them, each teacher will have an instructional coach who will observe them in the classroom weekly, providing both written and verbal feedback, allowing for immediate growth and improvement.
**Personalized Learning:** Students will enter our doors with a wide range of academic abilities and skills, as well as variance of pace at which they are able to successfully complete academic work. To ensure we are challenging and supporting every scholar’s growth every single day, we intentionally dedicate daily time to have them work on their individual goals through computer-based programs and individualized learning stations. Allowing students to progress at their own pace on adaptive learning programs aligned to rigorous standards will allow teachers to focus on small group and individualized instruction for a targeted group of students. In order for students to grow their academic skill set rapidly, we differentiate content and pace to support their individualized growth.

Personalized learning at Perseverance Prep will drive the rapid academic growth of our students by allowing for strategic differentiation of both content and pace of individual students.

**Highly Structured, Data-Driven Culture:** Every minute of every lesson matters. In order to maximize learning time, Perseverance Prep will ensure every instructional decision is data-driven, so that our instructional time is spent strategically. We believe in a highly structured school culture, as we understand that clear systems foster a discipline within school that provides students a calm and nurturing environment in which to thrive. Through data meetings, professional development, and individual coaching sessions, Perseverance Prep will coach teachers in how to effectively use data to drive instruction and propel student learning.

**Servant Leadership:** We will ensure our students do not just have the academic abilities to succeed in college, but also the commitment to positively engage with the community through service. To excel and serve as a leader, our students will understand complex social justice issues impacting our local, national, and international communities and advocate with and for others. Throughout each week we will dedicate 60 minutes of instructional time to analyzing our community and understanding how we can serve as leaders to spearhead change within our community during our weekly Leadership class.

**Partnership with Parents:** To ensure our students as well as their families are invested in our mission and vision, we must work strategically with them and ensure they understand our mission and vision and have the tools they need to support in driving towards the mission. From **Home Visits** before school begins, to **Family Orientation** nights at the start of each school year, to monthly **Cafecitos** and cyclical family events such as **Expo Nights** (student presentations and exhibitions), to **Student, Family, and Teacher Conferences** held each trimester, we are committed to frequent communication with families. We ensure parents, students, and school leadership understand what it will require to ensure each student is successful.

1.02 School Legal Status

Perseverance Prep is a California charter school organized pursuant to the California Charter Schools Act. Perseverance Prep will operate pursuant to a charter petition approved by the State Board of Education on January 19th, 2018, for a charter period of five years, beginning July 2018 and ending June 2023.
Under the California Charter Schools Act, Perseverance Prep is a public school, and its status as a nonprofit public benefit corporation does not affect its status as a public school. However, for governance, finance, and administrative purposes, Perseverance Prep operates as a California nonprofit public benefit corporation. The nonprofit’s Articles of Incorporation and non-profit status are provided as addendum to this manual.

1.03 Non-Discrimination Policy

Perseverance Prep provides equal opportunities without regard to race, color, national origin, gender, age, disability, sexual orientation, family situation, religion, political affiliation, or veteran status in its educational programs and activities. This includes, but is not limited to, admissions, educational services, financial aid, and employment. Any complaints or allegations of any violation of this statement should be immediately directed in writing to: Alexandria Leenatáli (or her designee), Perseverance Prep Executive Director.

1.04 Organizational Chart
SECTION 2 – BOARD GOVERNANCE

2.01 Bylaws

Bylaws
of
Perseverance Prep, Inc.
(A California Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

Section 1. NAME. The name of this corporation is Perseverance Prep, Inc. (“Corporation”).

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board, provided that as long as this Corporation has a charter to operate a school granted by California State Board of Education, the principal office shall be in the geographic boundaries of San Jose Unified School District (SJUSD).

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors (the “Board”) 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 Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public and charitable purposes. The specific purpose of this Corporation is to manage, operate, guide, direct and promote one or more California public charter schools (or “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 may not carry on any activity for the profit of its Officers (as defined in Article IX Section 1 of these Bylaws), Directors, or other such persons or distribute any gains, profits, or dividends to its Officers, Directors, or other persons as such. 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 (the “Code”), or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of
propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. **COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS.** The Corporation and the Board 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 IV**

**CONSTRUCTION AND DEFINITIONS**

Section 1. **CONSTRUCTION AND DEFINITIONS.** Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes 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 that authorized the Corporation to operate a charter school (“Charter”) and its Articles of Incorporation. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI**

**CORPORATIONS WITHOUT MEMBERS**

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

**ARTICLE VII**

**BOARD OF DIRECTORS**

Section 1. **GENERAL POWERS.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
Section 2. **SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 1 of these Bylaws, but subject to the same limitations, the Board shall have the power to:

a. Appoint and remove, at the pleasure of the Board, all corporate Officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws.

b. Fix the compensation of the Executive Director (the “Executive Director”) of Perseverance Preparatory School.

c. Borrow money and incur indebtedness on the Corporation’s behalf and cause to be executed and delivered for the Corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

d. Adopt and use a corporate seal.

e. To carry out other such duties as are described in the Charter and the Charter Schools Act of 1992 (Education Code Section 47600 et seq.)

Section 3. **NUMBER AND QUALIFICATIONS OF DIRECTORS.** The authorized number of Directors of the Corporation (each, a “Director”, collectively, the “Directors”) shall be not less than seven (7) or more than fifteen (15); the exact authorized number to be fixed from time to time, within these limits, by resolution of the Board. All Directors shall have full voting rights. Directors shall be sought who represent the diversity of SJUSD, including, but not limited to, factors such as race, age, ethnicity, gender, or geography.

Section 4. **TERMS; ELECTION OF SUCCESSORS.** Directors shall be elected at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office and in attendance at the meeting, assuming a quorum as present. At the first annual meeting, the Directors shall be divided into three approximately equal groups. One group shall be designated initially to serve a three-year term, one group shall be designated initially to serve a two-year term, and the final group shall be designated initially to serve a one-year term. Each Director shall determine whether he or she will serve an initial one-, two- or three-year term by drawing lots. Thereafter, the term of office for each Director to be elected shall be three years. Each Director, including a Director elected to fill a vacancy as more fully described in Section 13, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 5. **RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.** At all times that the Corporation has a valid charter petition to operate a charter school and the charter petition so requires, all persons serving on the Board shall comply with the requirements of
California Government Code Sections 1090 and 8100 et seq. No persons serving on the Board 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 Director as Director; and

b. (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 Section 5 shall not affect the validity or enforceability of transactions entered into by the Corporation. Notwithstanding the foregoing, at all times that the Corporation has a valid charter petition to operate a charter school and the charter petition so requires, none of the Directors may have a prohibited financial interest as defined by California Government Code Section 1090 et seq. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 6. CHARTER AUTHORIZER APPOINTMENT. Pursuant to California Education Code section 47604(b), as long as the Corporation has a valid charter petition to operate a charter school, the governing board of the charter authorizer shall have the right, at any time and from time to time, to appoint one Director (the “Charter Authorizer Director”) to the Board, upon request and in accordance with the Corporation’s election process. All references in these Bylaws to “Director” shall include any Charter Authorizer Director unless otherwise specifically stated.

Section 7. DIRECTORS’ TERM. Except for the staggering of the initial Directors, as detailed in Section 4 above, each Director shall serve a term of three (3) years from the date of their appointment, and until a successor Director has been designated and qualified. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. No Director shall serve more than two (2) consecutive three-year terms.

Section 8. NOMINATIONS BY COMMITTEE. The Board will appoint a committee to designate qualified candidates for election to the Board. The slate of nominees shall be presented to the Board at the annual meeting of the Board, although additional candidates may be identified and nominated between annual meetings, as necessary.

Section 9. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No Corporation funds may be expended to support a nominee under any circumstances.

Section 10. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board shall occur in the event of (a) the death, resignation, or removal of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or
Section 11. **RESIGNATION OF DIRECTORS.** Except as provided below, any Director may resign by giving written notice to the Chair of the Board, or the Secretary, or to the Board as a whole. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a Director’s resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 12. **DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS.** Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 13. **REMOVAL OF DIRECTORS.** The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may by resolution declare vacant the office of a Director who fails to attend three consecutive or four total Board meetings during any fiscal year unless the absences are due to mitigating factors that have been previously disclosed to and approved by the Board.

Directors, other than the Charter Authorized Director, may be removed without cause by a majority of Directors then in office. If a Charter Authorizer Director is appointed pursuant to Article VII, Section 6, then the governing board of the charter authorizer may remove that Director at any time, with or without cause.

Section 14. **VACANCIES FILLED BY BOARD.** If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional Director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional Directors may be elected to fill such vacancies by (a) the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board, held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (b) a sole remaining Director. A vacancy on the Board may also be filled by unanimous written consent of the Directors then in office. Furthermore, if the Director whose office is vacant was the Charter Authorizer Director, then the governing board of the charter authorizer may appoint a Charter Authorizer Director to fill the vacancy.

Each Director to fill vacancy shall hold office until expiration of term of replaced Director, and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.
Section 15. **NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS.** Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

Section 16. **BROWN ACT.** Notwithstanding anything in these Bylaws to the contrary, at all times that the Corporation has a valid charter petition to operate a charter school and the charter so requires, all meetings of the Board and its standing committees shall be called, noticed, and held in accordance with the Brown Act, as said Act may be amended from time to time (the “Brown Act”).

Section 17. **MEETINGS; ANNUAL MEETINGS.** The Board shall meet annually for the purpose of election of Directors, appointment of Officers, review and approval of the Corporation’s budget, and the transaction of such other business as may properly be brought before the meeting. This meeting is sometimes referred to in these Bylaws as the “annual meeting.” Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 18. **SPECIAL MEETINGS.** Special meetings of the Board for any purpose may be called at any time by the Chair of the Board or by a majority of the Directors then in office.

Section 19. **NOTICE OF ANNUAL AND REGULAR MEETINGS.** Regular meetings of the Board, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board. At least seventy-two (72) hours before a regular meeting, the Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the meeting and shall be posted in a location that is accessible to the public, as well as on either the Corporation’s or the Charter School’s website, if any. The posting of the agenda and the contents of the agenda shall be in accordance with Section 59454.2 of the Brown Act. No action or discussion shall be undertaken at any annual or regular meeting on any item not appearing on the posted agenda, except as set forth in Section 54954.2 of the Brown Act.

Section 20. **NOTICE OF SPECIAL MEETINGS.** In accordance with the Brown Act, special meetings of the Board may be held only after at least twenty-four (24) hours’ notice of the time and place of the meeting is given to the public through the following ways: (1) posting in a location that is freely accessible to members of the public; (2) posting on the charter school’s website, if any; and (3) written notice to each local newspaper of general circulation and radio or television station requesting notice.

Directors shall also receive notice of the special meeting, by one or more of the following methods:

a. Personal delivery of written notice

b. First-class mail, postage paid;

c. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

d. Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the
recipient has consented to accept notice in this manner.

All such notice shall be given or sent to the Director’s address, phone number, facsimile number, e-mail address as shown on the records of the Corporation. Notices of special meetings of the Board sent by first-class mail shall be deposited in the United States mail at least three (3) days before the time set for the meeting. Notice given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or transmitted at least twenty-four (24) hours before the time set for the meeting.

The call and notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

**Section 21. EMERGENCY MEETINGS.** If there is an “emergency situation,” as defined in Section 54956.5 of the Brown Act, involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with either the twenty-four (24) hour posting requirement of Section 54956 of the Brown Act or both of the notice and posting requirements. The emergency meeting must be noticed and held in compliance with Section 54956.5 of the Brown Act.

**Section 22. PLACE OF BOARD OF DIRECTORS MEETINGS.** Regular and special meetings of the Board may be held at any place that has been designated in the notice of the meeting, or, if not stated in the notice, or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation. At all times that the Corporation has a valid charter petition to operate a charter school and the Charter so requires, meetings shall be held at a place within SJUSD’s geographic boundaries, except as otherwise provided in the Brown Act.

**Section 23. MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT.** A teleconference meeting is a meeting in which one or more Directors attend the meeting from a remote location via telephone or other electronic means, transmitting audio or audio/video. Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, and all Directors shall be deemed to be present in person at such meeting as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. Such meeting must also be noticed and conducted in compliance with Section 54953(b) of the Brown Act, including without limitation the following:

a. At a minimum, a quorum of the Board shall participate in the teleconference meeting from locations within the school’s jurisdiction;

b. All votes taken during a teleconference meeting shall be by roll call;

c. The Board shall post agendas at all teleconference locations with each such location being identified in the notice and agenda of the meeting;
d. All locations where a Director participates in a teleconference meeting must be fully accessible to members of the public and shall be listed on the agenda;

e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board directly at each teleconference location; and

f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 24. QUORUM. A majority of the Directors then in office shall constitute a quorum (but no fewer than two Directors or one-fifth of the authorized number in Article III, Section 3). All acts or decisions of the Board will be by majority vote of the Directors in attendance, based upon the presence of a quorum, unless a majority vote of the entire Board is otherwise required under the California Corporations Code, as specified in these Bylaws. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present but due to the withdrawal of Directors, is no longer present, may not transact business; those Directors present may either (a) elect to continue as a committee or (b) adjourn to a future date. Directors may not vote by proxy.

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

a. Creation of, and appointment to, Committees (but not advisory committees) as described in Article VIII, Section 1;

b. Removal of a Director without cause as described in Article VII, Section 12; and

c. Indemnification of Directors as described in Article XIII.

Section 25. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest. Notwithstanding the foregoing, the public notice of a meeting required by these Bylaws can never be waived.

Section 26. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting,
to the Directors who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

Section 27. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as Directors or Officers, only such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 28. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this Corporation.

ARTICLE VIII
COMMITTEES

Section 1. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees of the Board (“Committees”), each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of entire Board;

b. Fill vacancies on the Board or any Committee of the Board;

c. Amend or repeal these Bylaws or adopt new bylaws;

d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;

e. Create any other Committees of the Board or appoint the members of Committees of the Board; or

f. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of Committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws
concerning meetings of Directors in Article VII, with such changes in the context of Article VII as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of the Committees may be determined by resolution of the Board, and special meetings of the Committees may also be called by resolution of the Board. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any Committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the Committee may do so.

Section 3. QUORUM RULES FOR BOARD COMMITTEES. A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board.

Section 4. NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE. At the closing of every fiscal year, the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or Executive Director or the Treasurer or chief financial officer (if any). If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall:

a. make recommendations to the Board on the hiring and firing of the CPA;

b. confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;

c. approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and

d. if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

Section 5. ADVISORY COMMITTEES. The Board may create one or more advisory committees to serve at the pleasure of the Board (each, an “Advisory Committee”, collectively, the “Advisory Committees”) (the action to create such Advisory Committees must be made pursuant to
Brown Act requirements, meaning as a publicly noticed meeting with the item on the agenda. Appointments to such Advisory Committees need not, but may, be Directors, including faculty, staff, parents, students, and administrators. The Board shall appoint and discharge Advisory Committee members. All actions and recommendations of an Advisory Committee shall require ratification by the Board before being given effect. These Advisory Committee meetings are not subject to the notice and posting requirements of the Brown Act so long as the Committee is comprised solely of Board members; consists of less than the number of Board members who, if present at a meeting, would be able to make a decision; has a defined purpose and time frame to accomplish that purpose; and is advisory.

ARTICLE IX
OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The Officers of this Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer (each, an “Officer”, collectively, the “Officers”). In addition to the Chairperson, Vice-Chairperson, Secretary, and Treasurer, the Board shall have the power to designate additional Officers with such duties, powers, titles, and privileges as the Board may fix. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the Chairperson.

Section 2. ELECTION OF OFFICERS. The Officers of this Corporation shall be chosen annually by the Board at the Corporation’s annual meeting for a term of one year and shall serve at the pleasure of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

Section 3. REMOVAL OF OFFICERS. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or by an Officer on whom such power of removal may be conferred by the Board.

Section 4. RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

Section 5. VACANCIES IN OFFICES. 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, by majority vote of the Board, provided that such vacancies shall be filled as they occur and not on an annual basis. However, in the event that the office of Chairperson becomes vacant, the Vice-Chairperson shall become the Chairperson for the unexpired portion of the term.
Section 6. **CHAIRPERSON OF THE BOARD.** The Chairperson of the Board shall preside at the Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. In the case of a tie vote, the Chairperson of the Board shall abdain from the vote, allowing an odd number of Directors to vote on the matter. In the absence of the Chairperson, the Vice-Chairperson shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 7. **SECRETARY.** The Secretary shall keep or cause to be kept, at the Corporation’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of Committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 8. **TREASURER.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation’s properties and transactions. The Treasurer shall send or cause to be given to Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (b) disburse the Corporation’s funds as the Board may order; (c) render to the Chair of the Board, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 9. **CHIEF EXECUTIVE.** Subject to such supervisory powers as may be given by the Board to the Chairperson, the Board may hire an Executive Director who will serve as the chief executive and administrator of the Corporation. Subject to the control of the Board, such person shall have the responsibility to supervise, direct, and control the Corporation’s day-to-day activities,
business, and affairs. Pursuant to his or her job description, such person shall be empowered to hire, supervise, and fire all of the employees of the Corporation and may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board. Such person shall not be a Director.

ARTICLE X
CONTRACTS BETWEEN CORPORATION AND DIRECTORS AND OFFICERS
Section 1. INTERESTED PARTY TRANSACTIONS. At all times that the Corporation has a valid charter petition to operate a charter school and the charter petition so requires, members of the Corporation’s Board and the Officers, managers, and employees and any committees of the Corporation shall comply with Government Code Sections 1090 and 8100 et seq (“Political Reform Act”), federal and state laws, nonprofit integrity standards, and any applicable charter authorizer policies and regulations regarding ethics and conflicts of interest.

The Corporation shall not enter into a contract or transaction:

   a. in which a Director or Officer has a material financial interest; or
   b. with any other corporation, firm, association, or other entity in which one or more of this Corporation’s Directors or Officers have a material financial interest.

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

ARTICLE XII
INDEMNIFICATION
Section 1. DEFINITIONS. For purposes of this Article XII:
Section 1.1. “Agent” means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

Section 1.2. “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
Section 1.3. “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article XII.

Section 2.1. Successful Defense by Agent. To the extent that an Agent has been successful on the merits in the defense of any Proceeding referred to in this Article XII, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection with the claim.

Section 2.2. Settlement or Unsuccessful Defense by Agent. If an Agent either settles any Proceeding referred to in this Article XII, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 3 through Section 6 of this Article XII shall determine whether the Agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other than the Corporation. This Section applies to any Proceeding other than an action “by or on behalf of the Corporation” as defined in Section 4. Such Proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 3 as “Third Party Proceedings.”

Section 3.1 Scope of Indemnification in Third Party Proceedings. Subject to the required findings to be made pursuant to Section 3.2, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party Proceeding, by reason of the fact that such person is or was an Agent, for all Expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Third Party Proceeding.

Section 3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings. Any indemnification granted to an Agent in Section 3.1 above is conditioned on the following: The Board must determine, in the manner provided in Section 5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal Proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.
Section 4. **Action Brought By or On Behalf Of the Corporation.** This Section 4 applies to any Proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

Section 4.1. **Scope of Indemnification in Proceeding By or On Behalf Of the Corporation.** Subject to the required findings to be made pursuant to Section 4.2, and except as provided in Sections 4.3 and 4.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all Expenses actually and reasonably incurred in connection with the defense or settlement of such action.

Section 4.2. **Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation.** Any indemnification granted to an Agent in Section 4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4.3. **Claims Settled Out of Court.** If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for Expenses reasonably incurred in defending against the Proceeding, unless the Proceeding is settled with the approval of the Attorney General.

Section 4.4. **Claims and Suits Awarded Against Agent.** If any Agent is adjudged to be liable to the Corporation in the performance of the Agent’s duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 4.1. for Expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

a. The determination of good faith conduct required by Section 4.2 must be made in the manner provided for in Section 5; and
b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the Expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of Expenses to be reimbursed.

Section 5. **Determination of Agent’s Good Faith Conduct.** The indemnification granted to an Agent in Section 3 and Section 4 is conditioned on the findings required by those Sections being made by:

a. the Board by a majority vote of a quorum consisting of Directors who are not parties to the Proceeding; or

b. the court in which the Proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

Section 6. **Limitations.** No indemnification or advance shall be made under this Article XII, except as provided in Section 2.1 or Section 5.b, in any circumstances when it appears:

a. that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. **Advance of Expenses.** Expenses incurred in defending any Proceeding may be advanced by the Corporation before the final disposition of the Proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article XII.

Section 8. **Contractual Rights of Non-Directors and Non-Officers.** Nothing contained in this Article XII shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 9. **Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article XII, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent’s status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article XII.
Section 10. **Non-applicability of Fiduciaries of Employee Benefit Plans.** This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an Agent of the Corporation as defined in Section 1.1 of this Article. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE XIII
MAINTENANCE OF CORPORATE RECORDS

Section 1. **MINUTE BOOK.** The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; and (vi) formal dissents from Board Actions.

Section 2. **BOOKS AND RECORDS OF ACCOUNTS.** The Corporation shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 3. **ARTICLES OF INCORPORATION AND BYLAWS.** The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 4. **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns.** The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 5. **Annual Report; Statement of Certain Transactions.** The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation’s fiscal year containing the following information:

a. The assets and liabilities of the Corporation as of the end of the fiscal year;

b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;

c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;

d. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
c. A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than $50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than $50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

1. Any Director or Officer of the Corporation, its parent, or its subsidiary;

2. Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

f. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than $10,000 paid during the fiscal year to any Officer or Director under Article XI or XII.

Section 6. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents. If the Corporation has a valid charter petition and the charter petition requires compliance with the “Public Records Act”, the public shall have the rights to inspection of public records as set forth therein.

Section 7. Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE XIV
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
Section 2. CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chairperson.

Section 3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE XV
BYLAW AMENDMENTS AND EFFECTIVE DATE

Section 1. BYLAW AMENDMENTS. The Board may adopt, amend or repeal any of these Bylaws by a two-thirds vote of the Directors present at a meeting duly held at which a quorum is present, except that no amendment shall make any provisions of these Bylaws inconsistent with the Charter, the Corporation’s Articles of Incorporation, or any applicable laws.

Section 2. EFFECTIVE DATE. These Bylaws and any subsequent amendments to them shall be effective immediately upon their adoption, unless the Board in adopting them, provides that they are to become effective at a later date.

ARTICLE XVI
FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.
Decision and Policy Making

2.02 Decision Making

Perseverance Prep has been created to serve students. All decisions by the Board and the administration should be made within the parameters of the mission and vision of Perseverance Prep, always keeping in mind the interest of students.

2.03 Policy Making

1. The Board shall be solely responsible for adopting, repealing or amending policies for Perseverance Prep. Action by the Board shall be accomplished as set forth in the Bylaws.

2. Proposals for adopting, repealing or amending policies for Perseverance Prep may be made in writing by any member of the Board or by any parent or student submitted through an administrator of Perseverance Prep. When appropriate, policy change proposals shall include adequate information concerning potential fiscal impact on Perseverance Prep.

3. Except in cases of special need, the Board shall follow the following procedure in adopting, repealing or amending policies at Perseverance Prep:

(a) The First Reading. The proposed policy shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The proposed policy shall be contained in the Board packet distributed prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed policy. A vote of the Board will be taken after the reading, and if the amendment receives a simple majority vote of the Directors present at the meeting, it will be placed on the agenda for a second reading at the next meeting of the Board.

(b) The Second Reading. If the proposed policy is approved on first reading, it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose. No amendment shall be adopted at second reading unless the amendment receives a two-thirds vote of the Directors present at the meeting. If the proposed policy is adopted upon second reading it shall become a policy of Perseverance Prep, and the Policy Manual shall be amended accordingly.

(c) Special Need. Upon a two-thirds (2/3) vote of the Directors present at a regular or special meeting called for that purpose, a special need may be declared. If a special need is declared, a policy may be adopted on first reading.

(d) A proposed policy should reference the policy provision it will be amending. Ideally, the entire policy will be reprinted with new language in all caps, and language to be deleted lined out. New policies should include the proposed table of contents, policy title, and code number.

2.04 Board Review of Administrative Procedures

1. The Board recognizes that its role is to ensure that Perseverance Prep is well managed, not to manage Perseverance Prep. The Executive Director shall be responsible for the day-to-day administration of affairs of Perseverance Prep and shall manage all activities of Perseverance
Prep as prescribed by the Board. As a result, the Board need not review administrative policies and regulations in advance of issuance except as required by law. However, the Board should approve in advance any highly sensitive matters of policy and/or regulations that have the potential to impact its duties and obligations to Perseverance Prep and/or the San Jose Unified School District. To that end, the Executive Director shall exercise his or her discretion to identify and bring to the Board’s attention any such policies and regulations prior to issuance.

2. Administrative policies and regulations should reference existing Board policy when applicable. The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board’s policies.

**Open Meeting Law**

2.05 Summary of California Open Meeting Law

**Meeting**

1. Any gathering of a quorum of a legislative body to discuss or transact business under the body's jurisdiction; serial meetings are prohibited.
2. Exemptions:
   a. Individual contacts between board members and others
   b. Attendance at conferences and other gatherings that are open to the public as long as board members do not discuss applicable business with each other
   c. Attendance at social or ceremonial events where business will not be discussed
3. Meetings must be conducted within boundaries of jurisdiction
4. Teleconferencing is okay under certain conditions
   a. Notice must identify all teleconference locations and be open to public

**Public Rights**

1. Public may comment on agenda items before or during consideration by legislative body
2. Time must be set aside to comment on any other matters under board jurisdiction
3. Non-discriminatory facilities
4. Public has right to copy of recording of meeting at cost
5. Public votes except those in permissible closed sessions
6. If closed session vote, Board must cover final actions taken in closed session in next open session. Any documentation/contracts must be available to public
7. Meetings can be taped or broadcasted as long as the recording doesn’t disrupt proceedings
8. Attendance is open to public; they do not need to register, identify themselves, or pay
9. If materials are provided to board, they must also readily be provided to public

**Notices and Agendas**

1. Regular Meetings
   a. ~20 words per item
   b. Posted 72 hours in advance
2. Special Meetings
   a. Will be called under unusual circumstances when a specific action is required by the Board that cannot wait for next regular meeting. (Ex: Contract to be approved within a timeframe)
   b. 24 hour notice to members of Board and media outlets
c. Brief general descriptions of items to be considered

3. Emergency Meetings
   a. 1 hour notice in case of work stoppage or crippling activity

4. Closed Session Agendas
   a. All items to be considered in closed sessions must still be included in the main notice/agenda
   b. Prior to closed session, Board must orally announce subject matter of closed session
   c. If final action is taken in closed session, we must report action/outcome upon conclusion of closed session

Closed Session Meetings - should be extremely rare, consult with legal counsel

1. Personnel exemption
   a. Appointment, employment, evaluation of performance, discipline, dismissal
   b. If complaints or charges against employee, they must have 24 hour notice of their right to have hearing conducted in public

2. Public Safety
   a. Law enforcement

3. Pending Litigation
   a. Receive advice from legal counsel about pending litigation

4. Labor Negotiations

5. Real Property Negotiations

6. Expulsion Hearings

Attendance

2.06 Board Attendance Policy

Purpose. This policy was developed with the recognition that Board membership is voluntary and that individual members contribute their time and energy in different ways. However, because Board meetings are the only forum during which the Board can discuss and vote on major school policies and decisions, attendance at these meetings carries a special importance. All Board members will receive a copy of this policy to ensure that everyone is properly informed about the expectations for Board attendance.

Definitions.

“Notified” Absence. For absence to be “notified,” a Board member must notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm the day of the meeting that s/he will be absent.

“Un-notified” Absence: For absence to be “un-notified,” a Board member failed to notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm of meeting day that s/he will be absent.

Board Attendance Problem. If any of the following conditions exist, it is considered a Board attendance problem: (1) the member has two “un-notified” absences in a row; (2) the member has three “notified” absences in a row; or (3) the member misses one third of the total number of Board meetings during one of their term years.

Process for Responding to a Board Attendance Problem. The Board Secretary will keep track of Board member attendance through Board meeting minutes and will provide this information to the
Chair. The Chair will directly contact a Board member at risk of potentially violating the policy to issue both verbal and written warning as well as discuss the problem. If a Board member does violate the policy, the Chair will bring this to the Board’s attention for discussion, after which point a majority vote will be held to determine possible termination from the Board.

2.07 Public Attendance at Board Meetings

1. Perseverance Prep desires to provide opportunities for any member of the community to express interest in and concern for Perseverance Prep. Accordingly, the public is cordially invited to attend all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.

2. Meetings are closed to the public only when the Board is meeting in executive session. An executive session may be called only to discuss matters not appropriate for public discussion, as defined under California law.

3. Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the Executive Director, who will respond according to the following procedures:
   A. The Executive Director will consult with the Board Chair and, if appropriate, other Board members about including the request on the agenda for the next regularly scheduled Board meeting.
   B. If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.
   C. The person may present their information orally to the Board when the agenda item is discussed. The Board reserves the right to establish reasonable time limits for public comment and presentations.

4. Notice of meetings of the Board shall be posted in the school offices and on the school website at least 72 hours prior to the meeting and in full compliance with all public meeting laws in the state of California.

Committees

2.08 Standing Committees

1. **Academic Achievement Committee** – The Academic Achievement Committee will be responsible for reviewing Perseverance Prep assessment policies and procedures and ensuring that those policies conform to district and state standards. The Academic Achievement Committee is also responsible for reviewing results of Perseverance Prep assessment programs, reporting findings to the Board and, when applicable, proposing changes in policy indicated by assessment findings.

2. **Finance Committee** – The Finance Committee is responsible for reviewing and submitting an annual balanced budget to the Board and, after Board approval, making the budget available to the public. The Finance Committee will also oversee preparation of the annual report, including audited financial statements, and other exhibits required by the San Jose Unified School District, and make them available to the public as stated in California law.

3. **Governance Committee** – The Governance Committee is responsible for setting criteria for Board election, and identifying and evaluating candidates for the Board. The Governance
Committee will present a slate of candidates for election to the Board at least once annually. Election will be by a simple majority of the sitting Board. The Governance Committee will also conduct the Board self-evaluation, described in Section 2.12.

4. **Development Committee** – The Development Committee is responsible for ensuring that Perseverance Prep’s total development program is in concert with its strategic direction and needs, including fundraising, building relationships in the community, and facility study. The Development Committee serves as the mechanism by which Board members and other volunteers are involved in the fundraising process.

**2.09 Special Task Forces to the Board**

1. The primary purpose of any special task force to the Board is to contribute to the overall mission of Perseverance Prep by conducting studies, identifying problems, or developing recommendations to assist the Board in making decisions. The ultimate authority to make those decisions, however, will be the Board’s as required by law.
2. A special task force may be formed by the Board at such times and for such purposes as the Board may deem necessary. They will be given a clear objective, and will be dissolved upon accomplishing that objective.
3. Members of a special task force will be chosen by the Board and should include individuals who have shown an interest or who have special knowledge or expertise related to the task force’s objective.

**Fundraising**

2.10 Board Fundraising Policy

The Board is a fully giving Board. Board members are expected to give an annual monetary gift to Perseverance Prep and are asked to make Perseverance Prep a priority in their personal giving. Board members are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fund-raising committees, and by attending fund-raising events.

**Board Development**

2.11 Board Election Procedures

Board elections will take place in compliance with the Bylaws. The Governance Committee shall prepare and submit to the Board a report of the nominees it recommends for election to the Board. The number of seats available shall be determined in accordance with the Bylaws. Whenever possible, nominated board member credentials will be presented one meeting prior to their election. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each director shall serve from the next scheduled Board meeting after the election until the end of his or her term as determined by the Board.

2.12 Board Self Evaluation

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the school and is an essential component of good governance.
Therefore, the Board will conduct an annual assessment of its own work. The Governance Committee will conduct the assessment. The Governance Committee shall determine the format of the assessment, but it must include a formal written survey/self-assessment tool. The evaluation process should be designed to encourage constructive feedback aimed at improvement.

**Indemnification**

2.13 Indemnification Policy

Perseverance Prep will purchase and maintain Directors and Officers Liability Insurance (often called D&O), liability insurance payable to the directors and officers of a corporation, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers. Perseverance Prep will not provide indemnification for items arising from an individual’s participation in an excess benefit or self-dealing transaction. Indemnification may also be denied in a proceeding brought by or on behalf of Perseverance Prep (except for expenses), if it is determined that the indemnitee did not meet the standard of conduct required.

This indemnification includes expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a matter s/he reasonably believed to be in or not opposed to the best interests of Perseverance Prep. With respect to any criminal action or proceeding, s/he must also have had no reasonable cause to believe his/her conduct was unlawful.

**SECTION 3 – ETHICS**

3.01 Conflict of Interest Policy

1. Board members shall serve without compensation, but may be reimbursed, with prior approval, for any necessary expenses incurred by them in performing their duties as members of the Board.
2. Any contract with Perseverance Prep involving a member of the Board, the Board member’s family, or the Board member’s place of work, if allowable in accordance with the Board Conflict of Interest Policy, shall be considered by the full Board with the interested member abstaining. Each Board member is responsible to make known to the Board any circumstances that could involve a potential conflict of interest.
3. Salary and other remuneration received from Perseverance Prep by ex officio Board members shall not be considered a conflict of interest for the purposes of this policy. However, *ex officio* members shall abstain from votes involving the level of such remuneration.
4. A full Conflict of Interest Policy containing Board Member signatures shall be on file at all times and is attached hereto as Exhibit A.

3.02 Confidentiality Policy

It is the policy of Perseverance Prep that directors and employees may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with
Perseverance Prep to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom Perseverance Prep has authorized disclosure. Directors and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for Perseverance Prep. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, directors and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a Board member’s term in office or upon termination of an employee’s employment, he or she shall return, at the request of Perseverance Prep, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

3.03 Nepotism Policy

For purposes of this nepotism policy, the term family members shall be defined as any of the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.

1. At no time shall more than one family member of the same family serve concurrently on the Board.
2. Board members and their family members will be excluded from consideration for employment by the organization.
3. Employees shall not hold a position with the organization while they or members of their family serve on the Board or any committee of the Board.
4. Employees may not hold a job over which a member of their family exercises supervisory authority.

SECTION 4 – LEADERSHIP

4.01 Chief Executive Policy

The Board shall rely on its Chair and the Executive Director, the chief executive of Perseverance Prep, to provide professional and administrative leadership. The Executive Director shall be hired by and report directly to the Board of Directors.

The Executive Director will be responsible for the day-to-day administration of Perseverance Prep’s affairs and will manage and direct all activities of the organization as prescribed by the Board. The Executive Director will have the power to hire and discharge employees of Perseverance Prep and will oversee and direct their activities in carrying out the work of Perseverance Prep. The Executive Director is the Board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and
accountability of the Executive Director. The Executive Director will, directly or indirectly, supervise all other staff members employed by Perseverance Prep and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.

Accordingly:
1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The Board will refrain from evaluating any staff other than the Executive Director.
3. The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of ends, policies, and organizational operations (within the boundaries established in Board policies on executive limitations) will be viewed as successful Executive Director performance.

**Annual Chief Executive Performance Evaluation**
Charter schools receive autonomy over fiscal management and the academic program in exchange for accountability, which measures their attainment of specific mission-oriented academic, operational, and governance goals.

The Board’s key responsibility is to manage Perseverance Prep through the performance of the Executive Director. There are three core purposes of the evaluation:
1. to recognize areas of particular strength and success;
2. to articulate areas for improvement and/or focus; and
3. to give overall feedback on performance to date.

Annually, the Board will convene an ad hoc Chief Executive Evaluation Committee, to consist of three members to include the Board Chair, the Treasurer, and a member of the Academic Achievement Committee. The Chief Executive Evaluation Committee will conduct the evaluation in accordance with its Chief Executive Evaluation Protocol (which provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; and what to include in the written evaluation document).

**4.02 Leadership Sustainability Policy**
The Board Officer and Executive Director roles are critical to the smooth functioning of a charter school; therefore, the Board will have a Leadership Sustainability Plan which:

1. Ensures ongoing and continuous development of leadership capacity at the Executive Director and Board levels.
2. Responds in a timely and effective manner to an emergency leadership transition.
3. Responds in a timely and effective manner to a planned leadership transition.

**SECTION 5 – MEDIA POLICY**

**5.01 Media Policy**

This media policy applies to all employees of Perseverance Prep as well as members of the Board. This policy covers all external news media including broadcast, electronic, and print.
To ensure the quality and consistency of organizational information disseminated to media sources, the following policy shall be enforced:

- All media contacts are to be handled by the Executive Director, or his or her designee, regardless of who the media representative is or whom he or she represents or how innocuous the request.
- All press releases or other promotional materials are to be approved by the Executive Director or his or her designee prior to dissemination.
- If a reporter, producer, or other news media person should contact an employee of Perseverance Prep or a member of the Board, the individual who is contacted should refer the media person to the Executive Director. Please do not say that you are not allowed to talk to a reporter, or that you must seek permission to do so. Instead, tell the reporter, “Perseverance Prep’s policy is to refer all media inquiries to the Executive Director. You can reach him/her at (telephone number and email address).” Provide this information quickly, professionally, and courteously to all media calls. As with all external contacts, it is important to make a good first impression of Perseverance Prep. It is also important to act quickly in order to enable the reporter to stay on deadline.
- The Chair of the Board shall only speak directly to a media representative if he/she, acting on behalf of the full Board, must make a comment specifically about the Executive Director.

**SECTION 6 – FISCAL POLICIES AND PROCEDURES**

**6.01 Fiscal Policies and Procedures**

The Board shall adopt policies and procedures to ensure that most effective use of the funds of Perseverance Prep to support its mission and to ensure that the funds are safeguarded, budgeted, accounted for and maintained appropriately. A full Fiscal Policies and Procedures guide containing the signature of the Board Secretary shall be on file at all times and is attached hereto as Exhibit B.
EXHIBIT A

Conflict of Interest Policy
(see attached)
EXHIBIT B

Fiscal Policies and Procedures
(see attached)