

**Amended Bylaws  
of  
Da Vinci Charter Academy Booster Club  
A California Public Benefit Corporation**

**ARTICLE 1  
OFFICES**

**Section 1. Principal Office**

The principal office of the corporation for the transaction of its business is located in Yolo County, California.

**Section 2. Change of Address**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

**Section 3. Other Offices**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2  
NONPROFIT PURPOSES**

**Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 510(c)(3) of the Internal Revenue Code, including, for such purposes, the making

of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.

## **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be to encourage parent participation in support of Da Vinci Charter Academy's mission of quality education, program, staff and students.

## **ARTICLE 3 DIRECTORS**

### **Section 1. Number**

The corporation shall have five (5) directors and collectively they shall be known as the board of directors. Four (4) Directors will be drawn from the Da Vinci Charter Academy Boosters Club officers as follows: the President; the Vice President; the Treasurer; and the Secretary. The remaining Director will be the present Da Vinci Charter Academy Principal. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

### **Section 2. Powers**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **Section 3. Duties**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; and

(d) Meet at such times and places as required by these bylaws;

(e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **Section 4. Terms of Office**

Each director, with the exception of the Director who is the Principal of the Da Vinci Charter Academy, shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies. The Da Vinci Academy Principal shall serve as a Director during his/her tenure as Principal.

#### **Section 5. Compensation**

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### **Section 6. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of Attorney General.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board must be ratified by the members at the next regularly scheduled meeting. A person elected to fill a vacancy on the board shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

### **Section 7. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 8. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent possible under the laws of this state.

### **Section 9. Insurance for Corporate Agents**

Except as otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the 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 agents against such liability under the articles of incorporation, these bylaws or provisions of law.

## **ARTICLE 4 OFFICERS**

### **Section 1. Number of Officers**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers as determined by the board of directors.

### **Section 2. Qualifications**

Any person may serve as an officer of this corporation.

### **Section 3. Election and Term of Office**

Officers shall be elected pursuant to Article 1, Section 7 above.

### **Section 4. Removal, Resignation and Vacancies**

Vacancies shall be filled pursuant to Article 1, Section 14 above.

## **Section 5. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## **Section 6. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

## **Section 7. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 8. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **ARTICLE 5 MEMBERS**

### **Section 1. Determination and Rights of Members**

The Da Vinci Charter Academy Booster Club shall have only one class of members. No member shall hold more than one membership in the Da Vinci Charter Academy Booster Club. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

### **Section 2. Qualifications of Members**

The qualifications for membership in this corporation are as follows all parents and legal guardians of students attending Da Vinci Charter Academy.

## **ARTICLE 6 MEETINGS**

### **Section 1. Place of Meetings**

Meetings shall be held at the principal office of the Da Vinci Charter Academy Booster Club unless otherwise provided by the board or at such place as may be designated from time to time by resolution of the board of directors.

### **Section 2. Regular Meetings**

Regular meetings of the Da Vinci Charter Academy Booster Club directors and members shall be held on first Tuesday of each month at 6:30 P.M., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place as reasonable as designed by the President.

At the annual meeting of directors and members held on the first Tuesday of June, officers shall be elected by the members in accordance with this section. As noted in Section 1 above, Directors will be drawn from the Da Vinci Charter Academy Boosters Club officers; specifically, the President; the Vice President; the Treasurer; and the Secretary. Candidates for the offices of President, Vice President, Secretary and Treasurer receiving the highest number of votes from the members shall be elected.

### **Section 3. Special Meetings of the Board of Directors**

Special meetings of the board of directors may be called by the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

At least one week prior notice shall be given by the secretary of the Da Vinci Charter Academy Booster Club to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, by text, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In case of facsimile, e-mail or text notification, the director to be contacted shall acknowledge receipt of notice by return message or telephone call within twenty-four hours of the facsimile, e-mail or text notification.

### **Section 4. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

a. Regular Meetings. Notice shall be given of any regular meetings of the directors and members by posting the date, time and place of the regular meeting on the Da Vinci Charter Academy Booster Club's website.

b. Special Meetings. At least one week prior notice shall be given by the secretary of the Da Vinci Charter Academy Booster Club to members. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, by text, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

### **Section 5. Quorum for Meetings**

A quorum shall consist of three members of the board of directors and ten (10) members.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.



## **Section 6. Majority Action as Da Vinci Charter Academy Booster Club Action**

Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum of directors is present is the act of the Da Vinci Charter Academy Booster Club, unless the articles of incorporation, these bylaws, or provisions law require a greater percentage or different voting rules for approval of a matter.

## **Section 7. Conduct of Da Vinci Charter Academy Booster Club Meetings**

Meetings of the Da Vinci Charter Academy Booster Club shall be presided over by the president of the Da Vinci Charter Academy Booster Club or, in his or her absence, by the vice president or, in the absence of each of these persons, by a chairperson chosen by a majority of the members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

## **ARTICLE 7 COMMITTEES**

### **Section 1. Executive Committee of the Board**

The board of directors may, by a majority vote of directors, designate an executive committee of the board consisting of three (3) board members and may delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of its members of the executive committee, and fill vacancies therein from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **Section 1. Execution of Instruments**

The board of directors, 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 of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Da Vinci Charter Academy Booster Club shall be signed by the treasurer or by the president of the corporation.

### **Section 3. Deposits**

All funds of the Da Vinci Charter Academy Booster Club shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### **Section 4. Gifts**

The board of directors may accept on behalf of the Da Vinci Charter Academy Booster Club any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 9  
CORPORATE RECORDS AND REPORTS**

**Section 1. Maintenance of Corporate Records**

The Da Vinci Charter Academy Booster Club shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**Section 2. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

**Section 3. Members' Inspection Rights**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested;
- (b) To obtain from the secretary of the Da Vinci Charter Academy Booster Club, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date

specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled; and

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### **Section 4. Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **Section 5. Annual Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

### **ARTICLE 9 IRC 501(c)(3) Tax Exemption Provisions**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 3. Distribution of Assets**

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to the state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as to not subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE 10 Amendment of Bylaws**

### **Section 1. Amendment**

Subject to the power of its members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

## **ARTICLE 11 AMENDMENT OF ARTICLES**

### **Section 1. Amendment of Articles**

After members, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

**ARTICLE 12**  
**Construction and Terms**

If there is any conflict between the provisions of these bylaws and the article of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation as amended on June 1, 2010.

All references in these bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons acting as directors of Da Vinci High School Booster Club so to be Da Vinci Charter Academy Booster Club, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent, consent to, and hereby do, adopt the foregoing bylaws, consisting of 15 pages, as the bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
MATT BEST, Director

\_\_\_\_\_  
SUSAN KIRBY, Director

\_\_\_\_\_  
AMY JONES, Director

\_\_\_\_\_  
PAM MAININI, Director

\_\_\_\_\_  
LAUREL THORPE, Director

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation and ratified by its members on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
LAUREL THORPE, Secretary