

**Special Board Meeting  
Monarch River Academy  
April 8, 2019 – 4:30 p.m. – 5:00 p.m.  
1781 East Fir Avenue #101  
Fresno, CA 93720**

**Through Teleconference**

**Craig Wheaton  
4401 W. Goshen #114  
Visalia, CA 93291**

**Elizabeth Grabowski  
1327 W. Northridge Ave  
Fresno, CA 93711**

**Monique Ouwinga  
110 N. Marcin Street  
Visalia, CA 93291**

**AGENDA**

1. Call to Order
2. Public Comments
3. Approval of Board Resolutions:
  - a. Articles of Incorporation
  - b. Bylaws
  - c. Election of Officers
  - d. Fiscal Year End
  - e. Depository
  - f. Authority to Transact Business
  - g. Tax-Exempt Status and Charitable Solicitation
  - h. Conflict of Interest Policy
4. Adjournment

Public comment rules: Members of the public may address the Board on agenda or non-agenda items. Please fill out a yellow card available at the entrance. Speakers may be called in the order that requests are received, or grouped by subject area. We ask that comments are limited to 2 minutes each, with no more than 15 minutes per single topic so that as many people as possible may be heard. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to district staff or calendar the issue for future discussion.

Note: Monarch River Academy Governing Board encourages those with disabilities to participate fully in the public meeting process. If you need a disability-related modification or accommodation, including auxiliary aids or services, to participate in the public meeting, please contact the Governing Board Office at 818-207-3837 at least 48 hours before the scheduled board meeting so that we may make every reasonable effort to accommodate you. (Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (42 U.S.C. § 12132)).

# MONARCH RIVER ACADEMY

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## BOARD RESOLUTIONS

### I. ARTICLES OF INCORPORATION

WHEREAS, the Articles of Incorporation were filed with the California Secretary of State and were approved on April 2, 2019; therefore, be it

RESOLVED, that the Secretary of this Corporation is hereby ordered to file the Articles of Incorporation and Certificate of Incorporation with the records of the Corporation.

### II. CORPORATE BYLAWS

RESOLVED, that the Bylaws attached hereto were adopted by Herbert Nichols, the sole incorporator of the Corporation, and that the Board hereby adopts and ratifies said Bylaws as and for the Bylaws of the Corporation;

FURTHER RESOLVED, that the Secretary of the Corporation shall file these Bylaws with the records of the Corporation.

### III. ELECTION OF OFFICERS

RESOLVED, that the following individuals are hereby elected to the officer positions indicated for a period of one year and until their successors are elected and shall qualify:

President:	Craig Wheaton
Secretary:	Elizabeth Grabowski
Treasurer:	Monique Ouwinga

### IV. FISCAL YEAR END

RESOLVED, that the fiscal year of the Corporation shall end on the last day of June in each year.

### V. DEPOSITORY

RESOLVED, that the depository for the funds of the Corporation shall be at all times a federally chartered national bank with branches throughout California (the "Bank"); and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to open a checking account and such other accounts as needed from time to time with said Bank; and

FURTHER RESOLVED, that the form resolutions prescribed by said Bank for the opening of such accounts are hereby approved and adopted, and the officers of the Corporation are authorized and directed to execute such form resolutions in the name, and on behalf, of the Corporation; and

FURTHER RESOLVED, that said Bank is authorized and directed to honor checks and other orders for the payment of money drawn in the name of the Corporation when signed by any of the following individuals:

Herbert Nichols

**VI. AUTHORITY TO TRANSACT BUSINESS**

RESOLVED, that the proper officers of this Corporation be and hereby are authorized and directed, on behalf of the Corporation, to make and file such certificate or certificates, report or reports, or other instrument or instruments as may be required by law to be filed in any state, territory, or dependency of the United States, or in any foreign country in which said officers shall find it necessary or expedient to file the same to authorize the Corporation to transact business in such state, territory, dependency, or foreign country.

**VII. TAX-EXEMPT STATUS AND CHARITABLE SOLICITATION**

RESOLVED, that the Board authorizes and directs the officers of the Corporation to prepare and file an application for recognition of tax exemption with the Internal Revenue Service to obtain a determination that the Corporation is exempt from federal income tax under Section 501(c)(3) of the Code.

RESOLVED, that the Board authorizes and directs the officers of the Corporation to prepare and file such application or other documentation as are necessary to obtain a determination from the proper authorities that the Corporation is exempt from taxes imposed by the State of California.

**VIII. CONFLICT OF INTEREST POLICY**

RESOLVED, that on behalf of the Corporation, the Conflict of Interest Policy (the "Policy") submitted herewith is hereby adopted and approved, and the Secretary of the Corporation is hereby directed to insert a copy of the same in the corporate minutes.

**BYLAWS**  
**OF**  
**MONARCH RIVER ACADEMY**  
a California Nonprofit Public Benefit Corporation

**ARTICLE I**

**OFFICES**

Section 1. **PRINCIPAL OFFICE.** The board of directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside the State of California, and the corporation has one or more offices in the State of California, the board of directors shall likewise fix and designate a principal office in the State of California.

Section 2. **OTHER OFFICES.** The corporation may also establish offices at such other places, both within and outside the State of California, as the board of directors may from time to time determine or the activities of the corporation may require.

**ARTICLE II**

**OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be to operate one or more California public charter schools.

**ARTICLE III**

**NONPARTISAN ACTIVITIES**

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the public, nonprofit, nonpartisan, and charitable purposes described in its articles of incorporation. Notwithstanding any other provision in these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from

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federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), or (b) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

## **ARTICLE IV**

### **DEDICATION OF ASSETS**

The properties and assets of this corporation are irrevocably dedicated to the charitable purposes described in Article III above and in the articles of incorporation of this corporation. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of its directors or officers, or to any individual. On liquidation or dissolution of this corporation, all remaining assets of this corporation, after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed and paid over to an organization dedicated to charitable purposes that is exempt from federal income tax under IRC Section 501(c)(3) and that is exempt from California income tax under Section 23701d of the California Revenue and Taxation Code.

## **ARTICLE V**

### **MEMBERS**

Section 1. SOLE MEMBER. Inspire Charter Schools, a California Nonprofit Public Benefit Corporation exempt from federal income tax under IRC Section 501(c)(3) (the "Sole Member"), shall be the sole member of this corporation as the term "member" is defined in Section 5056 of the California Corporations Code (the "Code"). The Sole Member shall have all the rights granted to members by Section 5056 of the Code.

## **ARTICLE VI**

### **DIRECTORS**

Section 1. POWERS. Subject to the provisions of the Law and any limitations in the articles of incorporation and these bylaws, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board of directors shall have the following powers in addition to the other powers enumerated in these bylaws:

(a) To select and remove all of the other officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; fix their compensation; and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations that are consistent with law, the articles of incorporation, and these bylaws, as they deem to be appropriate and in the best interests of the corporation.

(c) To adopt, make, and use a corporate seal; and to alter the form of such seal.

(d) To borrow money and to incur indebtedness on behalf of the corporation, and to cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(e) To change the principal executive office or the principal office in the State of California from one location to another; to cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside the State of California; and to designate any place within or outside the State of California for the holding of any board of directors meeting or meetings.

(f) To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civic, religious, or similar purposes.

(g) To act as a trustee under any trust incidental to the principal objects of the corporation, and to receive, to hold, to administer, to exchange, and to expend funds and property subject to such trust.

(h) To receive endowments, devises, bequests, gifts, and donations of all kinds of property for its own use, or in trust, in order to carry out or to assist in carrying out, the objects and purposes of the corporation and to do all things and acts necessary or proper to carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts, and donations with full power to mortgage, sell, lease, or otherwise to deal with or dispose of the same in accordance with the terms thereof.

(i) To sell any property, real, personal, or mixed, owned by the corporation at any time, and from time to time upon such terms as the board of directors may deem advisable, at public or private sale, for cash or upon credit.

(j) To retain sums received by the corporation uninvested, if, in the discretion of the board of trustees, such sums cannot be invested advantageously.

(k) To retain all or any part of any securities or property acquired by the corporation in whatever manner, and to invest and reinvest any funds held by the corporation, according to the judgment of the board of directors without being restricted to the class of investments that the board of directors is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under IRC Section 501 or Section 23701 of the California Revenue and Taxation Code.

(l) To invest funds received by the corporation in stocks, bonds, mortgages, loans, whether secured or unsecured, or other investments as the board of directors shall deem advisable.

Section 2. NUMBER AND QUALIFICATION. The authorized number of directors shall be no less than three (3) and no more than eleven (11), unless changed by amendments to these bylaws. All directors are to be designated by the Sole Member. The board of directors shall consist of at least three (3) directors unless changed by an amendment to these bylaws.

Section 3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the board of directors may be interested persons (as defined in this Section 3). 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- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a director as director; or (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 any such person.

Section 4. TERM OF OFFICE; EVENTS CAUSING VACANCIES ON BOARD. Each director shall hold office for one (1) year. A director may serve multiple terms of service, subject to approval by the Sole Member. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the board of directors 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 judgment of any court to have breached a duty under the Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; and (d) the failure of the Sole Member, at any meeting of the Sole Member at which any director or directors are to be designated, to designate the number of directors required to be designated at such meeting.

Section 5. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president, or the secretary, or to the board of directors. The resignation shall be effective when the notice is given

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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 Sole Member may designate a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General of California, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 6. REMOVAL OF DIRECTORS. A director may be removed by the Sole Member. The Sole Member, in its sole discretion, may remove a director at any time for any reason, with or without cause or advance notice.

Section 7. VACANCIES. Vacancies on the board of directors shall be filled solely by the Sole Member.

Section 8. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Any meeting of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board or in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal executive office of the corporation. Any meeting, annual, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such telephonic meeting. Prior written notice of any and all such meetings of the board of directors shall be provided to the Sole Member at least forty-eight (48) hours prior to the time of the holding of the meeting.

Section 9. ANNUAL AND REGULAR MEETINGS. The annual meeting of the board of directors shall be held each year on the date and time as may be fixed by the board of directors. At such annual meeting, officers shall be elected and any other proper business may be transacted. Other regular meetings of the board of directors shall be held at such time as shall from time to time be fixed by the board of directors. Notice of regular meetings shall not be required if the time and place of such meeting is fixed by these bylaws or by the board of directors.

Section 10. SPECIAL MEETINGS. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board, the president, any vice president, the secretary, or any two directors.

Notice of the time and place of special meetings shall be delivered to each director personally or by telephone or sent by first-class mail, postage prepaid, or telegram, charges prepaid, addressed to each director at his or her address as it is shown on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or telegraph, it shall be delivered personally or by telephone or to the telegraph company at least forty-eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to the

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person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

Section 11. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 below. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of Section 5212 of the Code (appointment of committees), Section 5233 of the Code (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 of the Code (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) of the Code (indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the articles of incorporation, these bylaws, or the Law.

Section 12. WAIVER OF NOTICE; CONSENT. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of meeting shall also be deemed given to any director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that director.

Section 13. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of such time and place shall be given prior to the time of the adjourned meeting, in the manner specified in Section 10 of this Article VI, to the directors who were not present at the time of the adjournment.

Section 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. The written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 15. FEES AND COMPENSATION. Directors and members of committees shall receive no compensation for their services; provided however, that directors and members of committees may receive reimbursement of out-of-pocket expenses, as determined by resolution of the board of directors. Nothing contained herein shall be construed to preclude any director from

serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for such services if compensation is awarded by the board of directors.

Section 16. RESTRICTION ON BOARD AUTHORITY. The board of directors shall not, without the prior written approval of the Sole Member, make material revisions to the charter that created the charter school that operates as, or is operated by, this corporation.

## **ARTICLE VII**

### **COMMITTEES**

Section 1. COMMITTEES OF DIRECTORS. The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Appointments to such committees shall be by a majority vote of the directors then in office. The board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board, may have all the authority of the board, except with respect to:

- (a) undertaking any final action on any matter that, under the Law, also requires approval of the Sole Member or board of directors;
- (b) the filling of vacancies on the board of directors or in any committee;
- (c) the amendment or repeal of bylaws or the adoption of new bylaws;
- (d) the amendment or repeal of any resolution of the board of directors that by its express terms is not so amendable or repealable;
- (e) the appointment of any other committees of the board of directors or the members thereof;
- (f) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) the approval of any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the Code.

Section 2. MEETINGS AND ACTION. Meetings and action of committees of the board shall be governed by, and held and taken in accordance with, the provisions of Article VI of these bylaws, Sections 8 (place of meetings and meetings by telephone), 9 (annual and regular meetings),

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10 (special meetings), 11 (quorum), 12 (waiver of notice), 13 (adjournment) and 14 (action without meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except for the following: (a) the time of regular and annual meetings of committees may be determined by resolution of the board of directors as well as the committee; (b) special meetings of committees may also be called by resolution of the board of directors; and (c) notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. Minutes of each meeting of any committee shall be kept and filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## **ARTICLE VIII**

### **OFFICERS**

Section 1. OFFICERS. The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president or the chairman of the board.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VIII, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. OTHER OFFICERS. The board of directors may appoint, and may empower the president to appoint, such other officers as the activities of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, either with or without cause, by the board of directors or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall

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not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. VACANCIES. 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 regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD. The chairman of the board, if such an officer be elected, shall, if present, preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by the bylaws. If there is no president, the chairman of the board will in addition be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article VIII.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the activities and the officers of the corporation. He or she shall preside, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. He or she shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

Section 8. VICE PRESIDENTS. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, 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 upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws and the president or the chairman of the board.

Section 9. SECRETARY. The secretary shall keep, or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors and committee meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the bylaws or by law to be given, and he or she shall keep the seal of the corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by the bylaws.

Section 10. CHIEF FINANCIAL OFFICER. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall at all reasonable times be open to inspection by any director.

The chief financial officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the board of directors. He or she shall distribute, or cause to be disbursed, the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all financial transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his or her office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on the death, resignation, retirement, or removal from office of the chief financial officer.

## **ARTICLE IX**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES**

Section 1. DEFINITIONS. For the purposes of this Article IX, the definition of the terms "agent", "proceeding", and "expenses" shall be governed by Section 5238 of the Code.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Code, or an action brought by the Attorney General of California or a person granted relator status by the Attorney General of California for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create

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a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the Code, or brought by the Attorney General of California or a person granted relator status by the Attorney General of California for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3 for any of the following:

(a) Any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General of California.

Section 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article IX or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED DETERMINATIONS. Except as provided in Section 4 of this Article IX, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

Section 7. OTHER INDEMNIFICATION. No provision made by the corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the articles of incorporation, bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article IX, except as provided in Section 4 or Section 5(b), in any circumstance if it appears that:

(a) It would be inconsistent with a provision of the articles of incorporation, bylaws, 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) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability 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 agent against such liability under the provisions of this Article IX; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the Code.

## **ARTICLE X**



## **RECORDS AND REPORTS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep (a) adequate and correct books and records of account kept either in written form or in any other form capable of being converted into written form and (b) minutes, in written form, of the proceedings of the board of directors and committees of the board, which shall be promptly provided to the Sole Member. All such records shall be kept at the corporation's principal executive office, or if its principal executive office is outside the State of California, at its principal office in this state.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal office in this state, the original or a copy of its articles of incorporation and bylaws, as amended to date, that shall be open to inspection by the Sole Member or the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal office in this state, the Secretary shall, upon the written request of the Sole Member or any director, furnish to such director a copy of the articles of incorporation or bylaws, as amended to date.

Section 3. INSPECTION. The Sole Member and every director shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection by the Sole Member or a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 4. ANNUAL REPORTS. The board of directors shall cause an annual report to be sent to the directors and the Sole Member within 120 days of the corporation's fiscal year end. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (e) Any information required by Section 5 of this Article X.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to the Sole Member and all directors, the corporation shall annually prepare and mail or deliver to the Sole Member and each director within 120 days after the corporation's fiscal year end, a statement (described below) of any transaction or indemnification (i) in which the corporation was a party and (ii) in which an "interested person" had a direct or indirect material financial interest. For this purpose, an "interested person" is any director or officer of the corporation.

The statement shall include the following information:

(a) A brief description of any transaction during the previous fiscal year that involved more than \$50,000, or was one of a number of transactions in which the same interested person had a direct or indirect material financial interest involving, in the aggregate, more than \$50,000;

(b) The names of interested persons involved in such transactions described in the preceding paragraph (a), their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided, however, that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated; and

(c) A brief description of the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article IX of these bylaws, unless that indemnification already has been approved by the directors under Section 5238(e)(2) of the Code.

## **ARTICLE XI**

### **GENERAL MATTERS**

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the board of directors or within the agency power of an officer, 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 for any purpose or for any amount.

Section 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The chairman of the board, the president, or any vice president, or any other person authorized by resolution of the board of directors or by any of the foregoing designated officers, is authorized to vote on behalf of the corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the corporation. The authority granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by a proxy duly executed by said officer.

Section 4. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, the masculine gender includes the feminine and neuter, and the term "person" includes both a corporation and a natural person. All references in these bylaws to the Law, the Law, or to the Code shall be deemed to be those in effect from time to time.

## **ARTICLE XII**

### **AMENDMENTS**

New bylaws may be adopted or these bylaws may be amended or repealed by solely the written consent of the Sole Member; provided, however, that if the articles of incorporation of the corporation set forth the number of authorized directors of the corporation, the authorized number of directors may be changed only by an amendment of the articles of incorporation.

### **CERTIFICATE OF SECRETARY**

The undersigned, being the duly elected and acting Secretary of Monarch River Academy, a California nonprofit public benefit corporation, does hereby certify that the foregoing Bylaws constitute the Bylaws of this corporation as duly adopted at the meeting of the Sole Member on April 8, 2019.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of April, 2019.

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Elizabeth Grabowski, Secretary

**CONFLICT OF INTEREST POLICY  
OF  
MONARCH RIVER ACADEMY**

**Article I  
Purpose**

**Section 1.1. This Conflict of Interest Policy** (this "Policy") has been adopted and approved by the Board of Directors of Monarch River Academy (the "Corporation") for the purposes of (1) protecting the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person (as defined hereinafter) or might result in a possible excess benefit transaction; and (2) establishing policies and procedures to be adhered to and implemented by the Corporation whenever it is contemplating entering into such transactions or arrangements, and whenever determining appropriate levels of compensation, direct and indirect, including benefits and perquisites for any Interested Person. The Corporation and each director, officer, member of a committee with Board-delegated powers, and key employee intends to comply with this Policy in such a manner so as to avoid any "excess benefit transaction" that would be subject to intermediate sanctions and excise taxes under section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"). This Policy also is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations, and the Corporation shall comply with the requirements of each such federal or state law in addition to the requirements of this Policy.

**Section 1.2.** The Corporation is a nonprofit corporation duly organized and existing under the laws of the state of California, which has been recognized by the Internal Revenue Service as exempt from income tax under section 501(c)(3) of the Code, and as such is organized and operated exclusively for charitable, educational, and scientific purposes, not for pecuniary profit, and no part of the net earnings of the Corporation shall inure to the benefit of any person or non-exempt entity.

**Article II  
Definitions**

**Section 2.1. Interested Person**

Any director, officer, member of a committee with Board-delegated powers, or key employee, as defined below, who has a direct or indirect financial interest, as defined below, is an interested person ("Interested Person").

**Section 2.2. Financial Interest**

A person has a "financial interest" if the person has, directly or indirectly, through business, investment or family, any of the following:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial, benefits, perquisites, reimbursements for personal expenses, or entitlements relating to personal uses of property or service rights of the Corporation.

A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 2.3. Key Employee**

A person is a “key employee” if he or she meets the three tests set forth for that term in the Glossary to the Instructions to Form 990 Return of Organization Exempt from Income Tax. Those tests generally provide that a key employee is an employee who has (i) reportable compensation from the Corporation and all related organizations, for the calendar year, in excess of \$150,000; (ii) responsibilities similar to officers and directors or manages a discrete segment of the Corporation that represents at least 10% of its activities, assets, income, expenses, or capital budget; and (iii) is one of the 20 employees with the highest reportable compensation from the organization and related organizations for the calendar year.

## **Article III Conflict Procedures**

### **Section 3.1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her financial interest and all material facts to the Board of Directors of the Corporation (the “Board”) or to any special committees with Board-delegated powers (e.g., conflicts or compensation committees) considering the proposed transaction or arrangement.

### **Section 3.2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall excuse himself/herself from the Board or committee meeting while the determination of whether a conflict of interest exists is discussed and voted

upon. The remaining Board or committee members shall determine whether a conflict of interest exists.

### **Section 3.3. Procedures for Addressing the Conflict of Interest**

a. An Interested Person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the possible conflict of interest.

b. The Board or the committee shall undertake, or appoint a disinterested person or committee to undertake, an appropriate due diligence investigation, including an analysis of all material facts related to the possible conflict of interest, collection of data on comparable arrangements or transactions, and the development and investigation of alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and charitable, educational, and scientific purposes and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determinations.

### **Section 3.4. Violations of the Conflict of Interest Policy**

a. If the Board or committee has reasonable cause to believe that a director, officer, or key employee has failed to disclose an actual or possible conflict of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

b. After hearing the response of such person and making such further investigation as may be warranted under the circumstances, if the Board or committee determines that the director, officer, or key employee is an Interested Person and has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Prompt corrective action must be required in order to avoid the second-tier penalty tax under section 4958 of the Code and other additional liability and must include full restitution to the Corporation.

## **Article IV Records of Proceedings**

**Section 4.1.** The minutes of the Board and any special committee with Board-delegated powers shall contain the following:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or committee as to whether a conflict of interest exists.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

## **Article V Compensation Procedures**

**Section 5.1.** No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly from the Corporation. No Interested Person, however, is prohibited from providing information to the Board or a committee regarding compensation, including factual data on comparable compensation for comparable services or the reasonableness of the proposed compensation.

**Section 5.2.** The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively reasonable, based on the relevant market for persons of comparable skills, training, education and experience and performing similar duties for comparable organizations under similar conditions and circumstances. The Corporation shall consider and give due weight to studies published by third parties regarding rates of compensation whenever and, to the extent that, such studies are reliable, comparable and available.

## **Article VI Annual Statements**

**Section 6.1.** Each director, officer, member of a committee with Board-delegated powers, and key employee shall annually sign a statement which affirms that such person:

- a. has received a copy of this Policy of the Corporation,
- b. has read and understands this Policy,
- c. has agreed to comply with this Policy, and



- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its stated charitable, educational, and scientific purposes and do not result in private inurement or unreasonable or excessive economic benefit to private individuals or entities.

## **Article VII**

### **Periodic Reviews**

**Section 7.1.** To ensure that the Corporation operates in a manner consistent with its charitable, educational, and scientific purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation shall conduct periodic reviews of its compensation arrangements and any other transactions or arrangements that may provide a financial interest to any Interested Person. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements are reasonable,
- b. Whether transactions of the Corporation result in private inurement or impermissible private benefit,
- c. Whether transactions and arrangements with third parties conform to written policies, including this Policy, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable, educational, and scientific purposes, and do not result in private inurement or impermissible private benefit, and
- d. Whether the Corporation's expense reimbursement procedures are adequate in terms of required documentation, whether persons seeking reimbursement are complying with these procedures, and whether such expenses relate to furthering the Corporation's charitable, educational, and scientific purposes and do not result in private inurement or impermissible private benefit.

## **Article VIII**

### **Use of Outside Experts**

**Section 8.1.** In determining whether a conflict of interest exists, determining compensation or conducting the periodic reviews required by this Policy, the Corporation may, but need not, use outside advisors and consultants. If outside experts are used, their use shall be documented, but shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted in accordance with this Policy.

Adopted by the Board of Directors of Monarch River Academy, on April 8th, 2019, effective immediately.

AGREEMENT TO COMPLY  
WITH  
CONFLICT OF INTEREST POLICY

I, a director, officer, member of a committee with Board-delegated powers, or key employee, hereby state that I have received a copy of the Conflict of Interest Policy of Monarch River Academy, have read it and understand it, and hereby agree to comply with this Policy. I understand that I will engage only in activities to further the charitable, educational, and scientific purposes of this Corporation, which will not result in private inurement, unreasonable private benefit, or acts of self-dealing.

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_