

EXCERPT SECTIONS FROM ARTICLE VII OF PCHS BYLAWS - ELECTIONS

Section 3. DESIGNATED TRUSTEES. The number of trustees shall be eleven (11) voting members and one (1) non-voting student member, unless changed by amendments to these bylaws and revision of the charter that created Palisades Charter High School. Except as otherwise provided, all trustees shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Board of Trustees, the Corporation may appoint an additional trustee to ensure an odd number of trustees. All trustees, except for the representative of the charter authorizer, shall be elected in accordance with this Section and Section 6 of this Article.

In accordance with the PCHS Charter and the adopted PCHS election policies, the trustees shall be as follows:

- Three (3) faculty members;

The faculty will elect two (2) faculty members to the Board, each of whom shall serve a staggered two-year term. The students will elect one (1) faculty member. The student-elected faculty member shall serve a one-year term.

A faculty member trustee must be currently employed as a faculty member at PCHS for the duration of the term. Employment as a faculty member includes, but is not limited to, positions that are eligible for UTLA representation. No teacher who currently serves as a faculty bargaining unit representative may serve as a trustee.

- One (1) administrative member (from directors and managerial staff);

The administrative staff shall elect the administrative member, who shall serve a two-year term. The administrative trustee cannot be the Executive Director/Principal or the Chief Business Officer.

An administrative member trustee must be currently employed as an administrator or management staff member for the duration of the term.

- One (1) classified member;

The classified staff shall elect the classified member, who shall serve a two-year term, to be staggered with the administrative member.

A classified member trustee must be currently employed as a non-temporary classified staff member at PCHS for the duration of the term. No classified employee

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who currently serves as a classified bargaining unit representative may serve as a trustee.

- Three (3) parent members;

The parents shall elect the parent members, one of whom shall be designated as not living in PCHS's traditional geographic area. Parent members will serve two-year terms. The parent member designated as not living in PCHS's traditional geographic catch area shall be elected at the same time as one other parent member. The other parent member's term shall be staggered such that all parent members are not elected in the same year.

A parent member must be a parent of a current PCHS student for the entire term. (For example, if a candidate is running for a two-year term as a parent member, then the candidate must currently have a 9th or 10th grade PCHS student.) In addition, a parent member must not be an interested person as that term is defined in Section 4 of this Article.

In addition to the above requirements, the parent member designated as not living in PCHS's traditional geographic area must live outside the traditional PCHS residence area (based on the PCHS boundary map).

- Three (3) community members;

Two (2) of the three (3) community members will be elected by PCHS personnel, the parent stakeholder group, and the student body. All PCHS personnel will elect the third (3) community member. The community members will serve two-year terms. The terms shall be staggered so that the PCHS-elected community representative and one of the other community representatives are elected in one year, and the third community member representative will be elected in the other year. The year that one (1) parent member is elected shall be the year in which two (2) community members are elected.

A community member trustee must not be a parent of a PCHS student for the duration of the term. The candidate for a seat as a community member trustee must live in the communities served by PCHS at the time of the election. A community member trustee must not be an interested person as that term is defined in Section 4 of this Article.

PCHS desires that community member trustees have experience and expertise in areas that include: education, law, finance, and/or fundraising. However, such experience and expertise is not a requirement to be eligible to serve as a community member trustee.

- One (1) non-voting student member.

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The ASB Student Body President shall serve as a non-voting member of the Board. He or she shall have the same rights as a voting member of the Board except the right to vote, to move or second a proposal, or to hold a Board office. The Student member of the Board shall not be counted when considering whether a quorum is present.

Section 4. **RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.** No more than 49 percent of the persons serving on the Board of Trustees may be interested persons. PCHS shall abide by conflict of interest policies applicable to public entities, including Government Code Section 1090 and the Political Reform Act. An interested person is (a) any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as trustee; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the paragraph shall not affect the validity or enforceability of transactions entered into by the corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. **BOARD MEMBERS' TERMS.** Board members' terms shall be as described in Element 4 of the charter that created Palisades Charter High School and Section 3 of this Article.

Section 6. **ELECTIONS COMMITTEE.** The Board of Trustees shall appoint an Elections Committee. The composition and responsibilities of the Elections Committee and the election-related policies and procedures carried out by the Elections Committee shall be as set forth in Element 4 of the charter that created Palisades Charter High School.

Section 7. **USE OF CORPORATE FUNDS TO SUPPORT CANDIDATE.** No corporation funds may be expended to support a candidate.

Section 8. **EVENTS CAUSING VACANCIES ON BOARD.** A vacancy or vacancies on the Board of Trustees shall occur in the event of (a) the death or resignation of any trustee; (b) the removal of a trustee, with or without cause, by resolution of the board as noted below; (c) the declaration by resolution of the Board of Trustees of a vacancy in the office of a trustee who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgement of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (d) the increase of the authorized number of trustees; (e) the failure to solicit a candidate for a vacant trustee position; and (f) termination of employment with the Charter School for a board member who is an interested member.

Any trustee may be removed, with or without cause, by the vote of the majority of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 14. Any vacancy caused by the removal of a trustee shall be filled as provided in Section 11.

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Any trustee who does not attend three successive regular board meetings will automatically be removed from the board without board resolution unless (a) the trustee requests a leave of absence for a limited period of time, and the leave is approved by the trustees at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the trustee suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution of the majority of board members agrees that trustee who has missed three meetings may be reinstated.

Section 9. RESIGNATION OF TRUSTEES. Except as provided below, any trustee may resign by giving written notice to the chairman of the board, if any, or to the vice chairman or the secretary of the board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective.

Section 10. TRUSTEE MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no trustee may resign if the corporation would be left without a duly elected trustee or trustees.

Section 11. VACANCIES FILLED BY ALTERNATES OR SPECIAL ELECTION. A vacancy on the Board of Trustees shall be filled by the appropriate alternate as designated in the PCHS Charter and these bylaws. The alternate for any particular trustee position shall be designated as the next highest vote earner in the election in which the vacating trustee was most recently elected.

Should the designated alternate no longer be eligible or willing to serve, the vacancy shall be filled by an appropriate special stakeholder election, with the exception that if the remaining term of office of a vacant trustee position is six (6) months or less, the vacancy may either be filled or left vacant by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by (1) the unanimous consent of the trustees then in office, (2) the affirmative vote of a majority of the trustees then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (3) a sole remaining trustee.

Section 12. NO VACANCY ON REDUCTION OF NUMBER OF TRUSTEES. Any reduction of the authorized number of trustees shall not result in any being removed before his or her term of office expires.