



135 Joerschke Drive, Grass Valley, CA 95945 | 530-477-1235

## Agenda

### Bitney College Preparatory High School Charter Council Monthly Meeting

Date: Wednesday, 11 January 2012 6:00 PM

Place: 135 Joerschke Drive, Grass Valley

1. **Call to Order**
2. **Roll Call**

Council Position	Member Name	Attending
Parent	Shana Stratton <i>Secretary</i>	
Parent	Charley Hooper <i>Chair</i>	
Parent	Katrin Olafsson	
Faculty	Ashley Treat	
Faculty	Susan Noble	
Academic Dean	Dave Peterson	
Student	Nick Tippner	
Community	John Burnside	
Community	[vacant]	
Community	[vacant]	
Principal (non-voting)	Bruce Herring	

3. **Approval of Agenda**
4. **Public Forum:** *Members of the public are invited to address the Council at the beginning of each meeting regarding possible issues for future agendas, or to speak to a subject not on the agenda. The Council cannot discuss or take action on non-agendized items, but such items may be agendized for discussion and/or action at a later Council meeting.*
5. **Approval of Minutes:** Discussion / Action. Review and approve minutes from December meeting. 5 minutes.
6. **Consent Agenda:** Action. *Items on the Consent Agenda are considered routine and/or are deemed to be consistent with adopted Council Policies as well as carrying the recommendation of the Principal. The Consent Agenda may be enacted by a single motion and vote. There will be no separate discussion of the*

*items unless a trustee or citizen so requests, in which case the designated item(s) will be considered following approval of the remaining items. Action. 5 minutes.*

**6.1. Administrator's Report:** Information. The administrator's report covers administrative, facilities, and Nevada County Charter Cooperative issues *[see attached]*.

**6.2. Warrants** *[see attached]*.

7. **Principal's Update.** Discussion / Action. The principal will provide an update on activities and issues. 20 minutes.
8. **Review of Charter Petition Status.** Discussion. 15 minutes.
9. **Bitney and Field Trip Policies.** Discussion / Action. 20 minutes.
10. **501(c)(3) Nonprofit Corporation Update.** Discussion / Action. 10 minutes.
11. **501(c)(3) Nonprofit Corporation Bylaws.** Bitney will need to revise its bylaws to reflect its nonprofit corporation status. Discussion / Action. 10 minutes.
12. **Conflict of Interest Policy.** Needed to reflect Bitney's new standing as a nonprofit corporation. Discussion / Action. 10 minutes.
13. **Parent Council Report:** Information. A parent council representative will update us on issues concerning the parents and the Parent Council. 5 minutes.
14. **Dean's Report:** Information. The dean's report covers marketing, enrollment, curriculum, graduation requirements, standardized testing, student schedules, etc. 5 minutes.
15. **Student Government Report:** Information. The student representative will update us on issues concerning the student body and student government. 5 minutes.
16. **Future Agenda Items:** Discussion. We will consider which topics deserve consideration for upcoming meetings. 5 minutes.
17. **Next Meeting:** Discussion / Action. Shall we convene our next meeting at 6:00 PM on Tuesday, 14 February 2012? 2 minutes.
18. **Adjournment**

“Inspiring students to be ready for life and relevant to the world”



135 Joerschke Drive, Grass Valley, CA 95945 | 530-477-1235

Minutes  
Bitney College Preparatory High School Charter Council  
Monthly Meeting

Date: Tuesday, December 13, 2011 6pm  
Place: 135 Joerschke Drive, Grass Valley

1. **Call to Order: 6:03pm**
2. **Roll Call**

Council Position	Member Name	Attending
Parent	Shana Stratton <i>Secretary</i>	x
Parent	Charley Hooper <i>Chair</i>	x
Parent	Katrin Olafsson	x
Faculty	Susan Noble	x
Faculty	Ashley Treat	x
Academic Dean	Dave Peterson <i>Dean</i>	
Student	Nick Tippner	x
Community	John Burnside	x
Principal (non-voting)	Bruce Herring	x

3. **Approval of Agenda:** John Burnside moved to approve the agenda as written, seconded by Ashley Treat. All Ayes. Motion approved.
4. **Public Forum:** No Public comment at this time.
5. **Approval of Minutes:** Shana Stratton moved to approve the October minutes seconded by Katrin Olafsson seconded by Nick Tippner. All Ayes. Motion approved
6. **Consent Agenda:** Katrin Olafsson moved to approve the consent agenda, seconded by John Burnside. All Ayes. Motion approved.
  - 6.1. **Administrator’s Report:** Information. The administrator’s report covers administrative, facilities, and Nevada County Charter Cooperative issues [*see Attached*].
7. **Principal’s Update:** Molly Harrison, School Psychologist, has been placed at a different location and will be replaced by Paul deSilva for this school year.
8. **Review of Charter Petition Draft:** Final revisions are being made this week and the Charters will present their petitions to the County Board of Education as originally planned on January 11, 2012 at the county board of education at 2:00pm.

9. **Bitney and Field Trip Policies:** A draft of the field trip guidelines were reviewed and discussed. No decision will be made pending staff review.
10. **Healthy Food at Bitney:** School sponsored food sales health guidelines were discussed. The board feels that it is not necessary to make an official policy in this regard. Katrin Olafsson moves that no policy be made at this time. John Burnside seconded. Susan abstained all the rest ayes. Motion approved.
11. **Parent Council Report:** Fundraisers were discussed including shirt, coffee and pizza sales. Healthy food concerns were discussed in regards to the Senior Class sales of coffee and doughnuts.
12. **Dean's Report:** Enrollment is steady and may be increasing next semester.
13. **Student Government Report:** Student council is repainting the picnic tables. A class celebration will be held this Friday.
14. **Future Agenda Items: Field Trip, 501(c) (3), By-Laws**
15. **Next Meeting:** We shall convene our next meeting at 6:00 PM on Wednesday, January 11<sup>th</sup>, 2012 at 6:00pm
16. **Adjournment:** Susan Nobles moved to adjourn the meeting, seconded by Ashley Treat. All Ayes. Meeting Adjourned 8:03pm

# **Bitney College Preparatory High School**

## **Administrator's Report for**

**January 11, 2012 Charter Council Meeting**

### **Consent Agenda**

#### **Facility Issues**

We passed our final inspection for the building permit at 135 Joerschke Drive on December 27. Still, we must adhere to the three-phase landscaping plan as outlined in my December report.

#### **Administrative Issues**

No significant issues to report at this time.

#### **Budget**

The Second Interim budget will be presented at the February meeting.

#### **Cash Flow**

No update at this time.

#### **Nevada County Charter Cooperative**

In your packet for review will be a Draft set of corporate bylaws for our transition to non-profit status. The attorneys have reviewed these and I shared the draft with Katrin Olafsson. Even though the bylaws are still in draft form, and may or may not be approved by the council until February, we have included them (at the attorneys request) as an appendix to our charter petition.

Over the winter break I continued with the process of finalizing our petition with attorneys from MY&M. That task is completed and we have submitted three copies of our final petition to the County personnel for their review.

Throughout the entire process of preparing the charter petition, it has become clear that several existing school policies are in need of revision. In consultation with the attorneys, some have already been slightly altered to either match common practice or align more with the California Education Code. Over the remainder of the school year I will from time to time be submitting various policy revisions to the staff and the council as necessary. For the January meeting, I am recommending adoption of a new Conflict of Interest Policy, which is also part of your packet.

At this point we are looking to present our petitions to the County Board of Education a special meeting on Wednesday, January 18, at 2:00 pm.

## **NCCSA**

No significant issues to report at this time.

## **WASC**

Awaiting word from the commission regarding our term of accreditation. They are scheduled to meet January 30-31.

# DRAFT

## BITNEY COLLEGE PREPARATORY HIGH SCHOOL CONFLICT-OF-INTEREST CODE

The Political Reform Act (Govt. Code § 81000, *et seq.*) requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted a regulation (2 CCR § 18730) that contains the terms of a standard conflict-of-interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference. This regulation and the attached Exhibits A and B, designating positions and establishing disclosure categories, shall constitute the conflict-of-interest code of Bitney College Preparatory High School ("BCP").

Individuals holding designated positions shall file their annual Form 700 Statements of Economic Interests with BCP, which will make the statements available for public inspection and reproduction. (Govt. Code §. 81008.)

**APPENDIX A  
DESIGNATED POSITIONS**

<u>Designated Position</u>	<u>Disclosure Category</u>
Members of the Governing Board (“Charter Council”)	I, II, III
Charter School Principal	I, II, III
Business Manager	I, II, III
Consultants	*

\*Consultants are included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation:

The BCP Principal may determine in writing that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The Principal’s determination is a public record and shall be retained for public inspection in the same manner and location as this conflict-of-interest code. (Govt. Code § 81008.)

**APPENDIX B**

**DISCLOSURE CATEGORIES**

**Category I**

Designated positions assigned to this category must report:

- a. Interests in real property which are located in whole or in part within the boundaries (and a two mile radius) of the county in which BCP operates.
- b. Investments in, income, including gifts, loans, and travel payments, from, and business positions in any business entity of the type which engages in the acquisition or disposal of real property or are engaged in building construction or design.

**Category II**

Designated positions assigned to this category must report:

Investments in, income, including gifts, loans, and travel payments, from, and business positions in any business entity of the type which engages in the manufacture, sale, repair, rental or distribution of school supplies, books, materials, school furnishings or equipment to be utilized by BCP, its parents, teachers and students for educational purposes. This includes, but is not limited to, educational supplies, textbooks and items used for extra curricular courses.

**Category III**

Designated positions assigned to this category must report:

Investments in, income, including gifts, loans, and travel payments, from, sources which are engaged in the performance of work or services of the type to be utilized by BCP, its parents, teachers and students for educational purposes. This includes, but is not limited to, student services commonly provided in public schools such as speech therapists and counselors.

**BYLAWS  
OF  
BITNEY COLLEGE PREPARATORY HIGH SCHOOL  
(A California Nonprofit Public Benefit Corporation)**

**ARTICLE I  
NAME**

Section 1. NAME. The name of this corporation is Bitney College Preparatory High School.

**ARTICLE II  
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 135 Joerschke Drive, Grass Valley, California. The Charter Council may at any time change the location of the principal office or establish branch or subordinate offices. Any such change of location must be noted by the Secretary on these bylaws. Similarly, this Section may be amended to state the new location.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to provide a tuition-free, public charter high school with emphasis on comprehensive, college preparatory curriculum. In the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV  
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes

the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V  
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School’s Charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI  
CORPORATIONS WITHOUT MEMBERS**

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

**ARTICLE VII  
BOARD OF DIRECTORS (“CHARTER COUNCIL”)**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors, hereafter referred to as the “Charter Council” (or “Council”). The Council may delegate the management of the corporation’s activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Council.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Council shall have the power to, but is not limited to, the following:

- a. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.
- b. Borrow money and incur indebtedness on the corporation’s behalf and cause to be executed and delivered for the corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,

- hypothecations, and other evidences of debt and securities.
- c. Establish educational policy for BCP.
  - d. Assure that all reports prescribed by law are made in due form.
  - e. Encourage and provide for communication of school matters to the public.
  - f. Transact school business at regular meetings or at special meetings called for such purposes.
  - g. Select a school administrator or administrative team and set the salary(ies).
  - h. Receive and act upon reports and recommendations of the administrator or administrative team.
  - i. Employ or dismiss employees upon the recommendation of the administrator or administrative team.
  - j. Set salaries upon the recommendation of the administrator or administrative team.
  - k. Approve the academic program by the May meeting each year for the following academic year.
  - l. Adopt an annual budget after due consideration of such administrative and financial reports as may be required.
  - m. Maintain a balance among the council members in order to reflect the interests of the parents, students, teachers and community members, and to promote a better understanding among all at the School.
  - n. Keep the curriculum and activities reflective of the interests of the students and parents.
  - o. Assume responsibility for, and promote the welfare and improvement of the School.
  - p. Amend the Bylaws.
  - q. Consider and approve the annual school calendar.
  - r. Approve the minutes of the meetings.
  - s. Provide for the facility needs of the school.
  - t. Enter into contracts for goods and services on behalf of the High School.
  - u. Form standing or special committees or task forces as needed.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than seven and no more than ten (10), unless changed by amendments to these bylaws and the BCP charter. All directors shall have full voting rights (see Section 5 for restrictions on the Student Director), including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b).

Except for the initial Council, each director shall hold office unless otherwise removed from office in accordance with these bylaws for one year and until a successor director has been designated and qualified. The Charter Council seated at the time of incorporation shall become the initial nonprofit Board of Directors (a.k.a. Council). Terms for the initial Council shall be eight (8) seats for a term of one year.

Section 4. COMPOSITION OF THE CHARTER COUNCIL. The Council shall include the following stakeholders:

- Up to three (3) parents of current students or graduates of BCP;
- Up to two (2) faculty members;

- One (1) student;
- Up to three (3) community members at large; and
- The Dean of Academic Affairs.

Parent members shall be chosen from among the current Parent Council, in a manner and at a time chosen by the Parent Council. Faculty members shall be chosen from among the current staff, in a manner and at a time chosen by the Faculty Council. Students shall be chosen from among the current Study Body, in a manner and at a time chosen by the Student Council in consultation with the staff. Community Members shall be appointed directly by majority vote of the Council.

Section 5. RESTRICTIONS OF STUDENT DIRECTOR. The Student director is excluded from voting on all matters dealing with employer-employee relations, contracts, and all matters subject to closed session discussions.

Section 6. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the Council may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation. The Council may adopt other policies circumscribing potential conflicts of interest.

Section 7. NOMINATIONS BY COMMITTEE. The Chairman of the Council or, if none, the President may appoint a committee to designate qualified Community at Large candidates for election to the Council at least thirty (30) days before the date of any election of directors. The nominating committee shall make its report at least seven (7) days before the date of the election or at such other time as the Council may set and the Secretary shall forward to each Council member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 8. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the Council's authorization.

Section 9. EVENTS CAUSING VACANCIES ON COUNCIL. A vacancy or vacancies on the Council shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Council 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 California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors..

Section 10. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Council, if any, or to the President, or

the Secretary, or to the Council. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Council may elect a successor to take office as of the date when the resignation becomes effective.

Section 11. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 12. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire Council 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 in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 13. VACANCIES FILLED BY COUNCIL. Vacancies on the Council may be filled by approval of the Council or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Council, or (b) a sole remaining director.

Section 14. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 15. LOCATION OF COUNCIL MEETINGS. Meetings shall be held at the principal office of the Corporation. The Council may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Council shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 16. MEETINGS; ANNUAL MEETINGS. All meetings of the Council and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The Council shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Council in accordance with the Brown Act.

Section 17. REGULAR MEETINGS. Regular meetings of the Council, including annual meetings, shall be held at least quarterly at such times and places as may from time to time be fixed by the Council. At least 72 hours before a regular meeting, the Council or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 18. SPECIAL MEETINGS. Special meetings of the Council may be called at any time by the Chairman of the Council, if there is such an officer, or a majority of the Council. If a Chairman has not been elected then the President is authorized to call a special meeting in place of the Chairman of the Council. The party calling a special meeting shall determine the place, date, and time thereof.

Section 19. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Council may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the manner:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Council of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 20. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Council will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

Section 21. TELECONFERENCE MEETINGS. Members of the Council may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the Council shall participate in the teleconference meeting from locations within the boundaries of the charter authorizer;
- b. All votes taken during a teleconference meeting shall be by roll call;

- c. If the Council elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Council participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;<sup>1</sup>
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Council directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.<sup>2</sup>

Section 22. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Council meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 23. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Council may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 24. CREATION AND POWERS OF COMMITTEES. The Council, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Council, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Council. Appointments to committees of the Council shall be by majority vote of the authorized number of directors. The Council may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Council, to the extent provided in the Council resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Council or any committee of the Council;

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<sup>1</sup> This means that members of the Council who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

<sup>2</sup> The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

- c. Fix compensation of the directors for serving on the Council or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Council that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Council or appoint the members of committees of the Council;
- g. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- h. Approve 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.

The Council may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Council to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Council may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Council.

Section 25. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Council shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Council actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Council resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Council may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Council has not adopted rules, the committee may do so.

Section 26. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 27. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Council shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

## **ARTICLE VIII OFFICERS OF THE CORPORATION**

Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation, at the Council’s direction, may also have a Chairman of the Council and a Vice-Chair. The officers, in addition to the corporate duties set

forth in this Article VIII, may also have administrative duties as set forth in any applicable contract for employment or job specification. Officers may also be directors (Council members).

Section 2. DUPLICATION OF OFFICE HOLDERS. 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 either the President or the Chairman of the Council.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Council of Directors and shall serve at the pleasure of the Council, subject to the rights of any officer under any employment contract.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Council of Directors may remove any officer with or without cause.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Council. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. CHAIRMAN OF THE COUNCIL. If a Chairman of the Council is elected, he or she shall preside at the Council meetings and shall exercise and perform such other powers and duties as the Council may assign from time to time. If a Chairman is elected, there shall also be a Vice-Chairman. In the absence of the Chairman, the Vice-Chairman shall preside at Council meetings and shall exercise and perform such other powers and duties as the Council may assign from time to time.

Section 8. PRESIDENT. The President, also known as the BCP Principal, shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Council or the bylaws may require. If there is no Chairman of the Council, the President shall also preside at the Council meetings.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Council may direct, a book of minutes of all meetings, proceedings, and actions of the Council and of committees of the Council. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of the directors present at Council and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

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

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 accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Council. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Council may designate; (b) disburse the corporation's funds as the Council may order; (c) render to the President, Chairman of the Council, if any, and the Council, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Council, contract, job specification, or the bylaws may require.

## **ARTICLE IX CONTRACTS WITH DIRECTORS**

Section 1. CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest) unless all of the following apply:

- a. The director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Council meeting minutes.
- b. The director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Council discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Council by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the Council considers and in good faith decides after reasonable investigation that the corporation could not obtain a

more advantageous arrangement with reasonable effort under the circumstances.

- e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

## **ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES**

Section 1. **CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the BCP Conflict of Interest Policy have been fulfilled.

## **ARTICLE XI LOANS TO DIRECTORS AND OFFICERS**

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

## **ARTICLE XII INDEMNIFICATION**

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Council by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Council shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Council shall authorize

indemnification.

**ARTICLE XIII  
INSURANCE**

Section 1. **INSURANCE.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

**ARTICLE XIV  
MAINTENANCE OF CORPORATE RECORDS**

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Council and committees of the Council; and
- c. Such reports and records as required by law.

**ARTICLE XV  
INSPECTION RIGHTS**

Section 1. **DIRECTORS' RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Council and committees of the Council at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

**ARTICLE XVI  
REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Council shall cause an annual report to be sent to itself (the members of the Council) within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

- a. Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
  - (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
  - (2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided 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.

**ARTICLE XVII**

**BYLAW AMENDMENTS**

Section 1. BYLAW AMENDMENTS. The Council may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the Bitney College Preparatory High School, or make any provisions of these Bylaws inconsistent with that Charter, the corporation's Articles of Incorporation, or any laws.

**ARTICLE XVIII  
FISCAL YEAR**

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Bitney College Preparatory High School, a California nonprofit public benefit corporation; that these bylaws, consisting of [redacted] pages, are the bylaws of this corporation as adopted by the Board of Directors (known as the Charter Council) on [redacted]; and that these bylaws have not been amended or modified since that date.

Executed on [redacted] at [redacted], California.

[redacted]

[redacted], Secretary



# Nevada County Superintendent of Schools Governance Workshop

## REGISTRATION FORM

**Register by FAX: (916) 669-3366**

*(Registrations will only be accepted by FAX.)*

**Workshop is exclusively for governance team members in Nevada County.\* This event is sponsored by the Nevada County Superintendent of Schools  
Registration Fee: \$30.00.**

**Please DO NOT Send Payment with Registration, Districts Will Be Billed by the County Office Following Workshop**

**Thursday, January 19, 2012 – Effective Governance and The Brown Act**

**Location:** Nevada City Elementary School, 505 Main Street, Nevada City, CA

**Schedule:** 3:30 p.m. | Registration opens  
4:00 p.m. | Workshop starts  
7:00 p.m. | Workshop ends

### REGISTRANT INFORMATION:

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Name

Title

---

District/County Office

---

Address

City

Zip

---

Phone

E-mail address

*\* CSBA members may participate. Individual board members and district/county office of education employees are considered members of CSBA if their district/county office of education is a member of CSBA.*



# Bitney College Prep

A PUBLIC CHARTER HIGH SCHOOL

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135 Joerschke Dr. Grass Valley, CA 95945 · (530) 477-1235 · Fax (530) 272-1091 · [www.BitneyPrep.net](http://www.BitneyPrep.net)

## FIELD STUDY GUIDELINES

Directed field studies, hands-on service projects, and other off-campus excursions for both educational and recreational purposes, are not only critical components of education in general – they have been and continue to be an integral part of the vision and mission of Bitney College Prep High School. Careful planning to ensure the value and safety of all such trips is vitally important. It is also important to retain a certain degree of flexibility to allow each off-campus trip to maximize the potential for learning and the further cultivation of school community. With that in mind, the BCP Staff and Charter Council have adopted the following guidelines.

### General Criteria

1. The principal is responsible for all field trips as he/she is for all other aspects of the school program.
2. All field trips must receive advance approval from the Principal.
3. No students will be prohibited from participating in a required field trip due to financial hardship.
4. Students participating in field trips are under the supervision of the school and are subject to school rules and regulations at all times. If a significant violation of school rules and regulations occurs, the parent/guardians of said student(s) would be responsible for transportation and costs involved to send that student home.
5. The administration has the right to deny participation of any student on any field trip based upon a record of inappropriate behavior.
6. For students to participate, field trip permission forms for each trip must be signed by parents/guardians and kept on file in the school office. A copy of all permission forms, emergency contact information, and Consent to Treat forms (if applicable) will also accompany each trip.
7. Adequate supervision must be provided throughout all field trips.

### Supervision

1. All field trips will be under the direct supervision of a school staff member. The staff member may ask other staff members or parents/guardians to serve as chaperones. Chaperones shall be provided clear information regarding their responsibilities and required to sign an Agreement of Understanding.
2. The trip leader will be responsible for all communication with the students, parents, chaperones, and other staff members involved.
3. The trip leader will keep the principal apprised of all major decisions and the itinerary of the trip.
4. The trip leader will ensure that at least one first aid kit is present for every trip.

5. In consultation with the principal and other staff members, the trip leader will determine the minimum number of adequate chaperones required for the type of group and the nature of the activity.
6. Non-staff chaperones are subject to background and criminal history checks.
7. Chaperones serve as volunteers in an auxiliary capacity under the direction and supervision of the designated trip leader. Chaperones must comply with all laws and school policies, rules, and regulations.

### **Transportation**

1. Drivers are subject to driving record checks, as well as background and criminal history checks.
2. All drivers are required to possess a valid California driver license, and have a copy on file in the office.
3. When private vehicles are used to transport students, the owner of the vehicle shall provide proof of liability insurance, and have a copy on file in the office (Recommended \$100,000/\$300,000 bodily injury and \$50,000 property damage or a combined \$300,000 single limit of liability).
4. The number of passengers, including the driver, shall not exceed the capacity for which the vehicle was designed or the number of working seat belts, whichever is fewer.
5. All passengers shall wear seat belts in accordance with state law.
6. Each private vehicle will be subject to pass a basic safety/maintenance check by the principal or his/her designee. This vehicle safety check will be good for six months or 4,000 miles. A copy of the vehicle safety check shall be on file in the office.

### **Liability**

1. The Nevada County Board of Education, Nevada County Superintendent of Schools, Bitney College Preparatory High School Charter Council, Administration, school employees, and chaperones will not be held responsible for accidents resulting in personal injury.
2. The Nevada County Board of Education, Nevada County Superintendent of Schools, Bitney College Preparatory High School Charter Council, Administration, school employees, and chaperones will not be held responsible for any loss or damage to personal property.

### **Trips out of the Country**

Trips out of the United States with a bona-fide tour company **are not considered school-sponsored field trips** due to the fact that not all Bitney students and their families will be in a position to cover the costs involved.



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## TRIP LEADER PROCEDURE AND CHECKLIST

Before each trip, the staff member primarily responsible shall:

1. Inform the principal of the dates and parameters of the trip.
2. Inform all students involved of the parameters of the trip, and ensure they and their parent/guardian are given a Parent Permission Form in plenty of time.
3. Ensure that the Parent Permission Form is properly filled out, including any trip fees that may be necessary. When the information is more extensive than can be reasonably included on the Form, an explanatory letter and/or email should be sent with more detailed information.
4. Manage and prepare for all logistical aspects of the trip; including but limited to parent/guardian drivers or chaperones, food, specific equipment, etc.
5. If applicable, hold a pre-trip chaperone meeting. At this meeting have the chaperones review and sign the Chaperone Guidelines and Agreement of Understanding.
6. Provide the principal, school office, and each chaperone/driver with the itinerary, expectations, and contact information for you and other members of the trip.
7. Provide each vehicle with copies of the Permission Forms and Emergency Contact Forms, Consent to Treat Forms for each student in that particular vehicle, or if applicable; bring them all yourself in a sealed envelope.
8. Provide the school office with a list of all students attending the trip, and a copy of the Permission Forms.
9. Either provide or check out a first-aid kit for the trip, and ensure that at least one first aid kit accompanies the group on a hike or activity away from the vehicles.
10. During the trip, allow no student to leave the field trip without written parental permission, specifying when the child may leave and with whom.



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## CHAPERONE GUIDELINES and AGREEMENT OF UNDERSTANDING

Thank you for offering to chaperone a Bitney field trip. We greatly appreciate the time and effort you are willing to give to ensure a quality experience for our students. As a chaperone, you can expect that the trip leader (a Bitney staff member) will provide clear information regarding chaperone expectations and responsibilities.

As a chaperone I agree to:

- Supervise an assigned group of students and be responsible for the continuous monitoring of these students' activities. This includes monitoring all students in my care while driving to and from the trip.
- To stay with my assigned group while driving, walking, touring, etc., and not take any detours along the way.
- If applicable, maintain all copies of the Medical Information and Consent to Treat forms for students under my direct supervision, and keep all information confidential.
- Treat all students and adults with courtesy and respect. If a student becomes a discipline problem, I will follow the guidelines listed below and report any misconduct to the trip leader.
- Refuse to administer ANY medication to a student for any reason whatsoever. I understand this includes homeopathic and over-the-counter medication.
- Report any accidents or injuries to the trip leader immediately and keep a log of any first aid activity.

A chaperone's primary responsibility is to ensure the safety of all students, and hold students responsible for appropriate behavior. With that in mind, please remember that a student's right to safety includes the right to be respected by others. If another student is rude or unkind to a chaperone or another student, it is incumbent upon the chaperone to stop the behavior. If a student continues to act inappropriately, please inform the student that you will be informing the trip leader of such behavior. If a teacher or trip leader sets a limit on certain activities (i.e. not climbing on those rocks, being quiet or in bed at a certain time, etc) please respect and enforce that limit with the students.

Remember to report any serious misbehavior to the trip leader immediately. It is important that any consequence come from a staff member, and any decisions made by a teacher or trip leader are final in regard to field trip activities.

Parent Signature and Date \_\_\_\_\_