

**BYLAWS
OF
SALMON CREEK COMMUNITY SCHOOL, INC.**

**ARTICLE I
NAME**

The name of this corporation is Salmon Creek Community School, Incorporated.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office for the transaction of business of the Corporation, hereinafter known as Salmon Creek Community School, is fixed and located in the County of Humboldt, State of California. The Board of Directors of Salmon Creek Community School may at any time change the location of the principal office from one location to another in this county, but may only change the county by amendment of the Articles of Incorporation.

**ARTICLE III
PURPOSE**

Salmon Creek Community School, Inc., is a nonprofit 501c (3) corporation, formed for the purpose of operating a private community school. Salmon Creek Community School serves the education of children both in the classroom environment and in the community in which they live, learn, and play. The school and its facilities also serve the community as a source for continuing education and as a base for local activities that support the school and that strengthen social bonds among all of us. Cooperation between the community and the Board, teachers, and students of the school is thus basic to our mission.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Board Members

Membership in the Board of Directors is open to persons interested in promoting the purposes of the Salmon Creek Community School. Parents (or legal guardians) of children enrolled in the school are eligible to become members of the Board. Any person may become a member of the Board by attending three consecutive meetings of the Board.

Section 2. Powers

Except as otherwise provided by the Articles of Incorporation or the Bylaws or the laws of the State of California, the powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors and its officers.

Section 3. Rights and Duties of Board Members

Board members shall have one (1) vote each on all matters coming before the Board. Board members shall be removed from the Board, if, without prior notice to and agreement by the Board, they fail to attend three consecutive meetings.

Section 4. Dues and Assessments

The members of the Board shall determine the necessity for dues and/or assessments and shall determine by vote the amount and methods of levying such dues and/or assessments.

Section 5. Nonliability of Members

No member of this Board shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 6. Nontransferability of Membership

Membership in the Board is nontransferable and nonassignable.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place

Meetings of Board shall be held at the principal office of the Corporation or at such other place within Humboldt County as may be designated by the Board.

Section 2. Meetings of the Board

Regular meetings shall be held once a month at an agreed date. Monthly meetings may occasionally be canceled and from time to time additional meetings may be scheduled as needed.

Section 3. Notice of Meetings

Date and tentative agenda for Board meetings shall be posted to the community a week before any meeting. Any interested persons may attend and participate in discussion, but voting will be limited to the Board members as defined above.

Section 4. Quorum

In addition to the presiding Officer, one more than half of the total board members shall constitute a quorum for the transaction of business.

Section 5. Committees

Standing Committees may be established by vote of the Board. Permanent committees are to be Maintenance and Finance. Such committees shall oversee basic functions of the school as described in our policy documents. They shall answer to the Board, but shall function independently to accomplish their tasks.

Section 6. Conduct of Meetings

Meetings of the Board shall be presided over by the President of the Board of Directors, or, in her/his absence, by the Vice-President, or, in the absence of both, by a chairperson chosen by a majority of the voting members present.

Section 7. Connection to the Community

To maintain a close association with the Salmon Creek Community, at least once a year, and ordinarily in the spring or fall, the President or Vice-President shall present a report on school activities during the year. This report should be presented at a special meeting or at a community event sponsored by the school to which all community members and interested friends are invited.

ARTICLE VI OFFICERS

Section 1. Qualifications

The Officers of the Board—President, Vice-President, Secretary, and Treasurer— shall be elected from and by the Board members.

Section 2. Compensation

Officers shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the Board.

Section 3. Removal of Officers

Any officer who misses more than three (3) consecutive meetings without legitimate cause shall be considered to have resigned the office and a replacement shall be elected by the Board, as described below.

Section 4. Number and Titles

The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer. One person may hold two (2) or more offices, except those of President and Secretary; and two persons may share the duties of any office.

Section 5. Qualification, Election, and Term of Office

Any member of the Board of Directors is qualified to be an officer of the Corporation. Officers, other than those appointed pursuant to Sections 6 or 8 of this article, shall be elected annually by the Board and each shall hold office until she/he resigns or is removed or is otherwise disqualified to serve, or until her/his successor shall be elected and qualified, whichever occurs first.

Section 6. Subordinate Officers

The Board may appoint, or the members may elect, such other officers or agents as it may deem desirable; and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 7. Removal and Resignation

Any Officer may be removed by a majority of the Board during any regular or special meeting, and any officer shall be removed should she/he cease to be qualified for the office as herein required (see Section 4, above). Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Board. 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, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the members in the manner prescribed in the Bylaws for regular appointments to such office.

Section 9. President

The President shall be the Chief Executive Officer of the Corporation and shall in general, subject to the control of the Board, supervise and control the affairs of the Corporation. She/he shall perform all duties incident to her/his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

Section 10. Vice-President

In the absence of the President, or in the event of her/his inability or refusal to act, the Vice-President shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions on the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

Section 11. Secretary

The Secretary shall

- a) certify and keep the original or a copy of these Bylaws as amended or otherwise altered to date;
- b) keep at the principal office of the Corporation or at such other place as the Board may order, a book of minutes of all meetings of the Directors and members, the name of those present at the meetings of the Board and the proceedings thereof;
- c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d) be custodian of the records of the Corporation;
- e) keep a membership book containing the name and address of each Board member;
- f) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law or by the Articles of Incorporation, or by these Bylaws, or which may be assigned to her/him from time to time by the Board of Directors.

Section 12. Treasurer

The Treasurer shall:

- a) have charge and custody of, and be responsible for all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation, in such banks or other depositories as shall be selected by the Board of Directors;
- b) receive and give receipt for, monies due and payable to the Corporation from any source whatever;
- c) disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors;
- d) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions;
- e) render to the President and Directors, whenever they request it, an account of any and all of her/his transactions as Treasurer and of the financial condition of the Corporation;
- f) prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members;
- g) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to her/him from time to time by the Board of Directors.

**ARTICLE VII
EXECUTION OF INSTRUMENTS**

Section 1. Authorization

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or Agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Checks and Notes

All checks, drafts, notes, or other orders for payment of money, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the Treasurer and one other officer. In the absence of the Treasurer, her/his power to sign checks may be delegated to another Director.

**ARTICLE VIII
CORPORATE RECORDS, REPORTS, AND SEAL**

Section 1. Minutes of Meetings

The Corporation shall keep a book of minutes of all meetings of the Board, with the time and place of holding, the notice given, the names of those present at the meetings, the number of members present, and the proceedings thereof.

Section 2. Inspection of Books and Records

All books and records provided for by statute shall be open to inspection of the Board members from time to time and to the extent expressly provided by statute, and not otherwise.

Section 3. Corporate Seal

The Board may adopt, use, and at will alter, a corporate seal.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X BYLAWS

Section 1. Amendment by Members

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of a majority of the Board members attending a regularly scheduled monthly meeting.

Section 2. Certification and Inspection

The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in the principal office of the Corporation, and such books shall be open to inspection by the public at all reasonable times during office hours.

ARTICLE XI POLICY

There shall be no discrimination in membership, employment, or admission with respect to race, gender, sexual orientation, physical handicap, age, religion, or national origin.