

BYLAWS
OF
RIVER SPRINGS CHARTER SCHOOL, INC.
A California Nonprofit Public Benefit Corporation

Adopted by
The Board of Directors
DATE: June 16, 2006

Amended by
The Board of Directors
DATE: June 14, 2007

Amended by
The Board of Directors
DATE: August 9, 2007

Amended by
The Board of Directors
DATE: September 3, 2008

Amended by
The Board of Directors
DATE: September 14, 2011

TABLE OF CONTENTS

ARTICLE I – NAME

Section 1 NAME	1
----------------------	---

ARTICLE II – PRINCIPAL OFFICE OF THE CORPORATION

Section 1 PRINCIPAL OFFICE OF THE CORPORATION	1
Section 2 OTHER OFFICES OF THE CORPORATION	1

ARTICLE III – GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1 GENERAL AND SPECIFIC PURPOSES	1
---	---

ARTICLE IV – CONSTRUCTION AND DEFINITIONS

Section 1 CONSTRUCTION AND DEFINITIONS	1-2
--	-----

ARTICLE V – DEDICATION OF ASSETS

Section 1 DEDICATION OF ASSETS	2
--------------------------------------	---

ARTICLE VI – CORPORATION WITHOUT MEMBERS

Section 1 CORPORATION WITHOUT MEMBERS	2
---	---

ARTICLE VII – BOARD OF DIRECTORS

Section 1 GENERAL POWERS	2
Section 2 SPECIFIC POWERS	2-3
Section 3 NUMBER AND TERMS OF MEMBERS OF THE BOARD OF DIRECTORS	3
Section 4 RESTRICTION ON INTERESTED PERSONS AS DIRECTORS	4
Section 5 NOMINATIONS BY COMMITTEE	4
Section 6 USE OF CORPORATE FUNDS TO SUPPORT NOMINEE	4
Section 7 EVENTS CAUSING VACANCIES ON BOARD	4
Section 8 RESIGNATION OF DIRECTORS	4
Section 9 DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS	4
Section 10 REMOVAL OF DIRECTORS	4-5
Section 11 VACANCIES FILLED BY BOARD	5
Section 12 NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS	5
Section 13 COMPENSATION AND REIMBURSEMENT	5
Section 14 STANDARDS FOR INVESTMENT	5
Section 15 CREATION OF POWERS OF COMMITTEES	5-6
Section 16 NON-LIABILITY OF DIRECTORS	6
Section 17 COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS	6

ARTICLE VIII – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 PLACE OF BOARD OF DIRECTORS MEETINGS	6
Section 2 REGULAR MEETINGS	6
Section 3 SPECIAL MEETINGS	6
Section 4 NOTICE OF SPECIAL MEETINGS	6-7
Section 5 QUORUM	7
Section 6 TELECONFERENCE MEETINGS	7-8
Section 7 ADJOURNMENT	8

Section 8 MEETINGS AND ACTION OF COMMITTEES	8
---	---

ARTICLE IX – OFFICERS

Section 1 OFFICERS	8
Section 2 ELECTION OF OFFICERS	8
Section 3 TERM OF OFFICE.....	8
Section 4 VACANCIES IN OFFICE.....	8
Section 5 PRESIDENT	9
Section 6 VICE PRESIDENT	9
Section 7 SECRETARY	9
Section 8 TREASURER	9

ARTICLE X – CONTRACTS WITH DIRECTORS

Section 1 CONTRACTS WITH DIRECTORS	9-10
--	------

ARTICLE XI – CONTRACTS WITH NON-DIRECTOR EMPLOYEES

Section 1 CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES	10
--	----

ARTICLE XII – LOANS TO DIRECTORS AND OFFICERS

Section 1 LOANS TO DIRECTORS AND OFFICERS	10
---	----

ARTICLE XIII – INDEMNIFICATION

Section 1 INDEMNIFICATION	10-11
---------------------------------	-------

ARTICLE XIV – INSURANCE

Section 1 INSURANCE.....	11
--------------------------	----

ARTICLE XV – MAINTENANCE OF CORPORATE RECORDS

Section 1 MAINTENANCE OF CORPORATE RECORDS	11
--	----

ARTICLE XVI – DIRECTORS’ RIGHT TO INSPECT

Section 1 DIRECTORS’ RIGHT TO INSPECT	11-12
Section 2 ACCOUNTING RECORDS AND MINUTES	11-12
Section 3 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS	12

ARTICLE XVII – REQUIRED REPORTS

Section 1 ANNUAL REPORTS	12
Section 2 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS	12-13

ARTICLE XVIII – OTHER PROVISIONS

Section 1 AMENDMENT OF BYLAWS.....	13
Section 2 FISCAL YEAR.....	13
Section 3 ANNUAL STATEMENT OF INFORMATION.....	13
<u>CERTIFICATE OF SECRETARY</u>	14

BYLAWS
OF
RIVER SPRINGS CHARTER SCHOOL, INC.
Adoption Date: September 3, 2008
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

Section 1. NAME. The name of this corporation is River Springs Charter School, Inc.

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 43466 Business Park Drive, Temecula, CA 92590. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote River Springs Charter School ("Charter School"), a California public charter school. Also, 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 River Springs 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 charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI

CORPORATION WITHOUT MEMBERS

Section 1. CORPORATION WITHOUT MEMBERS. This corporation shall have no "members" as that term is used in the California Nonprofit Public Benefit Corporation Law. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

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 ("Board"). The Board may delegate the management of the activities of the corporation to any person(s), management company, or committees, however composed, provided that notwithstanding any such delegation the activities and affairs of the corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board. The Board may not delegate the responsibilities of budget approval or approval of fiscal and performance audits.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Article VII, Section I of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- (a) Exercise all powers vested in the Board of Directors under the laws of the State of California.
- (b) Appoint and remove, at the discretion of the Board of Directors, all corporate officers, agents, and employees; prescribe any powers and duties for such persons that are consistent with the law, the Articles of Incorporation and these Bylaws; and fix their compensation.

- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the corporation, and to fix their duties and to establish their compensation,
- (d) Adopt and establish rules and regulations governing the affairs and activities of the corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations.
- (e) Enforce all applicable provisions of the Bylaws.
- (f) Pay all taxes and charges, which are or would become a lien on any portion of the corporation's properties.
- (g) Delegate its duties and powers hereunder to the officers of the corporation, any person(s), management company, or to committees established by the Board, subject to the limitations expressed in Article VII, Section I hereof.
- (h) Open bank accounts and borrow money on behalf of the corporation and designate the signatories to such bank accounts.
- (i) Bring and defend actions on behalf of the corporation so long as the action is pertinent to the operations of the corporation.
- (j) 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 and other evidences of debt and securities.

Section 3. NUMBER AND TERMS OF MEMBERS OF THE BOARD OF DIRECTORS. The authorized number of Directors shall be no less than five (5) and no more than seven (7), unless changed by amendment to these bylaws. The Board shall be comprised of parents of students currently attending River Springs Charter School and community members residing in Riverside or the immediately adjacent counties.

Directors will remain on the Board, unless otherwise removed from office in accordance with these bylaws, for a term of (3) three years. Directors may serve no more than two (2) consecutive terms. Each Director must be reappointed to the Board by the last meeting of the fiscal year when their first term ends. Director's terms will be staggered in such a manner that no more than three (3) positions become vacant in any one year. Each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of the term. A Director that is appointed to complete the term of a Director who resigned or was removed prior to the end of his/her term, will complete the term of the prior Director. Under such circumstances, a Director would be eligible for only one (1) additional three (3) year term. A prior Director that completed two successive terms may be elected to again serve on the Board provided that there has been an interval of at least one fiscal year since the prior term of service.

The beginning and end of each term will be calculated to coincide with the fiscal (school) year. The term of a Director that completes the term of another, without regard for the actual date of that appointment, will expire at the end of the fiscal year in which the predecessor's term would have expired.

A student currently enrolled in River Springs Charter School may be selected by the Executive Director from solicitations of nominees from River Springs Charter School's teachers, to serve as an ex-officio member of the Board, with the right to participate in meetings of the full Board, without voting rights. The student representative will hold office for a term of one year.

If the authorized number of directors falls below the minimum requirement of five (5), the Board may appoint Directors to complete open terms.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the Board of Directors 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 Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. NOMINATIONS BY COMMITTEE. The Chairman of the Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for election to the Board of Directors 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 Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 6. 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 Board's authorization.

Section 7. EVENTS CAUSING VACANCIES ON BOARD. 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 California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; (d) the failure of a director to attend two (2) consecutive Board meetings without prior Board approval and/or written notification; or (e) when a director is no longer qualified according to any Article contained herein.

Section 8. 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 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. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. 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 10. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors 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 director may also be removed by a petition of $\frac{3}{4}$ of school families requesting the director's resignation. Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 11. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (c) a sole remaining director.

Section 12. 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 13. COMPENSATION AND REIMBURSEMENT. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 14. STANDARDS FOR INVESTMENT. Except as provided in sections 5240(c) and 5241 of the Nonprofit Public Benefit Corporation Law, in the investment, reinvestment, purchase, acquisition, exchange, sale and management of the corporation's investments, the Board shall:

- a. Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital; and
- b. Comply with additional standards, if any imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the corporation,

Section 15. CREATION OF POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more voting directors, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors 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 Board, to the extent provided in the Board of Directors' 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 Board of Directors or any committee of the Board;

- c. Fix compensation of the directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- 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.

Section 16. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 17. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors 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

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. PLACE OF BOARD OF DIRECTORS MEETINGS. The Board of Directors may designate that a meeting be held at any place within California that has been designated by resolution of the Board of Directors or in the notice of the meeting. All meetings of the Board of Directors 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 3. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least eight (8) times per calendar year for the transaction of the activities and affairs of the corporation, unless otherwise determined by the Board. Dates for these regular Board meetings shall be agreed upon on/before the first Board meeting of the fiscal year. At least 72 hours before a regular meeting, the Board of Directors, 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 4. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, the President, the Secretary, or any two directors. The party calling a special meeting shall determine the place, date, and time thereof.

Section 5. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to each director and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

- 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 Board 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, 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 6. QUORUM. A majority of the voting directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Voting directors may not vote by proxy.

Section 7. TELECONFERENCE MEETINGS. Members of the Board of Directors 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 members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of Riverside County;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors 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 Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as

- 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 Board of Directors 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.²

Section 8. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, 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 9. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' 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 Board of Directors' 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 Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

ARTICLE IX **OFFICERS**

Section 1. OFFICERS. The officers of the corporation shall be a president, vice president, secretary and a treasurer.

The corporation may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers and such other officers as the Board may appoint who need not be members of the Board. Any number of offices may be held by the same person, except that neither the secretary, nor the treasurer, may serve concurrently as the President.

Section 2. ELECTION OF OFFICERS. The officers of the corporation shall be chosen annually by the Board during the first meeting of the fiscal year, and shall serve at the direction of the Board.

Section 3. TERM OF OFFICE. The officers of the corporation shall hold office for a term of one (1) year. Officers may serve a maximum of two (2) consecutive terms in the same office. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board. Officers of the corporation will minimally

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.

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

include a President and Secretary/Treasurer. Additional offices may include a Vice President and (separate) Treasurer.

Section 4. VACANCIES IN OFFICE. A vacancy in any office shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 5. PRESIDENT. Subject to the control of the Board, the President shall be the general manager of the corporation. The president shall preside at all Board meetings. The President shall have such other powers and duties as the Board or the bylaws may prescribe.

Section 6. VICE PRESIDENT. Subject to the control of the Board, the Vice President shall exercise all the duties of the President in the event of the President's absence. The Vice President shall serve as Parliamentarian of the Board of Directors.

Section 7. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's main office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, or committees of the Board. The Secretary shall keep or cause to be kept, at the principal office in California, 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 Board and of committees of the Board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 8. TREASURER. The Treasurer 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 treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall 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 Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President, and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. These duties may be designated to a contracting agency.

ARTICLE X

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 Board of Directors 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 Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the Board of Directors 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 XI

CONTRACTS WITH NON-DIRECTOR 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 River Springs Charter School's Conflict of Interest Policy have been fulfilled.

ARTICLE XII

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 XIII

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 Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors 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 Board of Directors shall authorize indemnification.

ARTICLE XIV

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 officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XV

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 its members, Board, and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XVI

DIRECTORS' RIGHT TO INSPECT

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 Board of Directors and committees of the Board of Directors 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. If the corporation has no business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVII **REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the Board of Directors) within 165 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 the Board of Directors, or as a separate document if no annual report is issued, the corporation shall, within 165 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 XVIII

OTHER PROVISIONS

Section 1. AMENDMENT OF BYLAWS. The Board may adopt, amend, or repeal these Bylaws by a majority vote 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 River Springs Charter School or make any provisions of these Bylaws inconsistent with that Charter, the Corporation’s Articles of Incorporation, or with any laws.

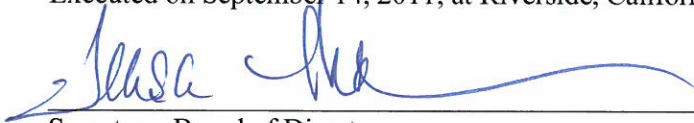
Section 2. FISCAL YEAR. The fiscal year of the corporation shall be from July 1st through June 30th of each year.

Section 3. ANNUAL STATEMENT OF INFORMATION. As and when required by section 6210 of the California Nonprofit Corporation Law, the corporation shall file, with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal office in this state, together with a designation of the agent of the corporation for the purpose of service of process.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of River Springs Charter School, Inc., a California Nonprofit Public Benefit Corporation, that the foregoing Bylaws, consisting of thirteen (13) pages, are the Bylaws of this corporation as adopted by the Board of Directors on June 16, 2006 and amended on June 14, 2007, August 9, 2007, and September 3, 2008, and September 14, 2011.

Executed on September 14, 2011, at Riverside, California.

A handwritten signature in blue ink, appearing to read "Janae", is written over a horizontal line.

Secretary, Board of Directors

