

BOARD OPERATIONS

Roberts Rules of Order

Absent a policy to the contrary, the business of the Board of Directors (the “Board”) of Excelsior Charter Group (“ECG”) at its meetings will be conducted in accordance with the specifications of Roberts Rules of Order. Any member may rise to a point of order under these rules, which action shall take precedence over all other business before the Board.

Polling of Board of Directors

Voting on resolutions shall be by the polling of voting Board members. The minutes shall record the person making the motion, the person seconding it, and the names of the Directors voting for and against the motion or abstaining, as well as Board members who are absent. Secret ballots and proxies are prohibited.

Board Member Stipend and Reimbursement of Actual and Necessary Expenses

In lieu of reimbursement of actual, reasonable, and necessary expenses incurred conducting the corporation’s business, which includes transportation costs for travel to and from Board meetings and other events a Director attends to conduct the corporation’s business, Directors may receive a nominal per month stipend for their service as Directors.

Officers, Directors and School Liability Insurance

ECG will maintain adequate insurance to protect ECG against loss because of fire, damage to school property, loss to other property, or general liability resulting as a responsibility of ECG and its Board members or officers while acting on behalf of ECG.

Appointment of Board Committees

Consistent with the bylaws, and any other applicable provisions of contract or law, the Board may appoint committees for any purpose deemed appropriate by the Board. The resolution establishing the committee shall clearly define the range of the committee’s responsibility and authority, and shall specify whether the committee shall be a standing or limited-term committee. In meeting and carrying out designated purposes, any such committee shall comply with any applicable legal or contractual requirements.

Board Election/Nomination Process

The Board shall carry out its election and nomination process consistent with the requirements of its bylaws. Should the bylaws not address any issue which may arise, the Board may adopt regulations which address such concerns. Should the Board wish to alter its election or nomination process, it must do so consistent with any requirements of its bylaws.

Board Member Resignations

Board members may resign effective upon giving written notice to the Chairperson or Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed before such time, to take office when the resignation becomes effective.

Board Vacancies

A vacancy on the Board shall be deemed to exist if a Director dies, resigns, upon the removal of a Director with or without cause by a majority vote of the Directors then in office, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgement of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of Directors then in office.

Adopted: 9/15/2017

Amended: 02/26/2019