

**MINUTES OF THE FIRST MEETING OF
THE BOARD OF DIRECTORS OF
SAN CARLOS CHARTER LEARNING CENTER
(A California Non-Profit Public Benefit Corporation)**

1. CALL TO ORDER

The directors named by the incorporator of the corporation named above, constituting the Board of Directors of this corporation, held their first meeting at the time, on the day, and at the place set forth as follows:

Time: 8:44pm

Date: March 10, 2011

Place: SCCLC, 750 Dartmouth Ave., San Carlos, CA 94070

2. DIRECTORS PRESENT

The following directors, constituting a quorum of the Board, were present at the meeting:

Present: Sonya Sigler, Matt Kowitt, Danny Van der Rijn, Janae Novotny, Dave Fecher

Absent: Marianne Petersen, Mike Vargo

3. AGENDA

The agenda was approved as presented.

4. CHAIRMAN AND SECRETARY

On motion duly made, seconded, and carried, the following persons were elected Chairman and Secretary of the first meeting:

Chairman: Sonya Sigler

Secretary: Matt Kowitt

5. ARTICLES OF INCORPORATION

The Chairman informed the Board that the original Articles of Incorporation of the Corporation had been filed in the office of the California Secretary of State on September 10, 2010, and that they named CHRISTOPHER MAHONEY as initial agent for service of process.

The Chairman presented to the meeting a certified copy of the Articles of Incorporation, showing filing as stated. The Secretary was directed to insert the copy in the book of the minutes of the Corporation and was also directed to keep a copy at the principal office for the transaction of business of the Corporation. On motion duly made, seconded, and carried, it was resolved that CHRISTOPHER MAHONEY be confirmed as the Corporation's agent for service of process. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the undersigned have reviewed the Articles of Incorporation attached as

Exhibit “A,” and approve of the same without modification,

NOW, THEREFORE, RESOLVED that the Articles of Incorporation attached as Exhibit “A” are hereby approved and adopted.

6. RESIGNATION OF SOLE INCORPORATOR

The Board was presented with an Action by Written Consent of Sole Incorporator naming the initial corporate Board of Directors as

Matt Kowitt – Parent Representative, term ending 2012
Sonya Sigler – Parent Representative, term ending 2011
Danny van der Rijn – Parent Representative, term ending 2011
Mike Vargo – Parent Representative, term ending 2012
Marianne Petersen – Staff Representative
Dave Fecher – Business Member
Janae Novotny – Community Member

which was executed by CHRISTOPHER MAHONEY as the sole incorporator of the SAN CARLOS CHARTER LEARNING CENTER. The Secretary was directed to insert the Action by Written Consent of Sole Incorporator in the book of the minutes of the Corporation and was also directed to keep a copy at the principal office of the Corporation. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the undersigned have reviewed the Action by Written Consent of Sole Incorporator attached as Exhibit “B,” and approve of the same without modification,

NOW, THEREFORE, RESOLVED that the Action by Written Consent of Sole Incorporator attached as Exhibit “B” is hereby approved.

7. BYLAWS

The Board was presented a form of bylaws that was considered and discussed. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the Directors of this Corporation have not yet adopted any bylaws for the Corporation; and

WHEREAS, the Directors have reviewed the Bylaws attached as Exhibit “C,” and approve the same without modification.

NOW, THEREFORE, RESOLVED that the Bylaws attached as Exhibit “C” are approved and adopted as the bylaws of this corporation.

RESOLVED FURTHER, that the Secretary of this Corporation is authorized and directed to execute a certificate of the adoption of those Bylaws and to insert those Bylaws as so certified in

the book of minutes of this Corporation, and to see that a copy of the Bylaws similarly certified is kept at the principal office for the transaction of business of this Corporation.

8. CONFLICT OF INTEREST CODE

The Board was presented a Conflict of Interest Code that was considered and discussed. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the Directors of this Corporation have not yet adopted any Conflict of Interest Code for the Corporation; and

WHEREAS, the Directors have reviewed the Conflict of Interest Code attached as Exhibit "D," and approve the same without modification.

NOW, THEREFORE, RESOLVED that the Directors approve and propose to adopt the Conflict of Interest Code attached as Exhibit "D" subject to the approval of the San Mateo County Board of Supervisors.

9. ELECTION OF OFFICERS

The Board was presented with the names of persons to be elected Chairman, President, Secretary, and Treasurer to the offices indicated before their names, to serve for one year or until their respective successors are duly elected and qualified, whichever occurs later. On motion duly made, seconded, and carried, the following resolutions were adopted:

WHEREAS, the following individuals have been proposed as the initial officers of the Corporation, and the undersigned approve of their appointment to the office designated next to the name of each,

THEREFORE, BE IT RESOLVED that the following officers are elected to the offices designated next to their names:

Chairman:	Mike Vargo
Vice Chairman:	Matt Kowitt
President:	Chris Mahoney
Vice President:	Stacy Emory
Treasurer:	Sonya Sigler
Secretary:	Irene Thomas

The officers elected accepted their respective offices, and Sonya Sigler continued to preside at the first meeting as Chairman, and Matt Kowitt acted as Secretary of the first meeting.

10. ACCOUNTING YEAR

The Chairman suggested that the Board next consider adoption of an accounting year, on motion duly made, seconded, and carried, the following resolution was adopted:

WHEREAS, the Corporation has not yet adopted an accounting year,

NOW, THEREFORE, RESOLVED, that this corporation adopt an accounting year as follows:

Date the accounting year begins: July 1st

Date accounting year ends: June 30th

11. PRINCIPAL OFFICE LOCATION

After discussion, and on motion duly made and seconded, the following resolution was adopted:

NOW, THEREFORE, RESOLVED, that the County of San Mateo, California, is designated and fixed as a county in which the principal office for the transaction of the business of this Corporation shall be located, unless and until changed by resolution of this Board.

12. EXPENSES OF INCORPORATION

WHEREAS, the Directors determine it to be in the best interests of the Corporation to provide for the payment of the expenses of incorporation and organization of the Corporation:

NOW THEREFORE, RESOLVED, that the President or Chairman of the Corporation be, and he hereby is, authorized and directed to pay the expenses of the incorporation and organization of the Corporation.

13. AUTHORIZATION TO FILE APPLICATIONS FOR TAX EXEMPTIONS

WHEREAS, the Directors desire to authorize the filing of applications for tax exemptions,

NOW THEREFORE, RESOLVED, that the President or Chairman be, and he hereby is, authorized to take all necessary steps and to execute all necessary instruments to apply for federal and California tax exemptions as a charitable nonprofit organization.

14. AUTHORIZATION TO ENTER INTO CONTRACTS

WHEREAS, the Directors desire to enable the President or Chairman to enter into contracts related to the establishment of charter schools and all vendor contracts necessary to implement the educational programs contained in the charter petitions.

NOW THEREFORE, RESOLVED, that the President or Chairman of the Corporation be, and he hereby is, authorized to enter into the agreements relating to the establishment of charter schools, including but not limited to educational program contracts and business services contracts for the benefit of the Corporation.

15. AUTHORIZATION TO RETAIN COUNSEL

WHEREAS, the Directors desire to ratify the existing relationship of San Carlos Charter

Learning Center with the law firm of Middleton, Young & Minney to advise it regarding the establishment and operations of California Charter Schools.

NOW, THEREFORE, RESOLVED, that the President or Chairman be, and he hereby is, authorized and directed to ratify the existing relationship of San Carlos Charter Learning Center with Middleton, Young & Minney and to execute all documents and do all things necessary or appropriate to maintain the existing relationship between San Carlos Charter Learning Center and Middleton, Young & Minney.

16. ACCOUNTING METHOD

WHEREAS, the Directors desire to adopt the cash method of accounting:

NOW, THEREFORE, RESOLVED, that the Corporation shall utilize the cash method of accounting for all tax reporting requirements, unless otherwise required by law.

17. BANK ACCOUNT

WHEREAS, the Directors desire that the President or Chairman should establish such bank accounts as he deems appropriate:

WHEREAS, the Directors desire that the President or Treasurer establish a general fund with the San Mateo County Office of Education.

NOW, THEREFORE, RESOLVED, that the President or Chairman be, and he hereby is, authorized to open such bank accounts as necessary for the Corporation, requiring one (1) signature for withdrawals, and with such signatories as he deems appropriate, and that any required resolution establishing the selected Bank as the depository is hereby adopted.

FURTHER RESOLVED, that the President or Chairman be, and he hereby is, authorized to establish a general fund with the San Mateo County Office of Education, as necessary for the Corporation, requiring one (1) signature for withdrawals, and with such signatories as he deems appropriate, and that any required resolution establishing fund is hereby adopted.

18. AUTHORIZATION TO HIRE EMPLOYEES

WHEREAS, the Directors desire to hire employees to operate charter schools that are granted to San Carlos Charter Learning Center.

NOW, THEREFORE, RESOLVED that the President or Chairman be, and he hereby is, authorized and directed to hire employees or to delegate the authority to hire employees.

FURTHER RESOLVED that the President or Chairman be, and he hereby is, authorized and directed to hire all current employees of SCCLC.

FURTHER RESOLVED, that the Vice Chairman, Matt Kowitt and Board Member Danny van der Rijn, be, and they hereby are, authorized and directed to issue letters of invitation for the 2011-2012 school year.

19. RESOLUTION TO JOIN THE CALIFORNIA CHARTER SCHOOLS ASSOCIATION JOINT POWERS AUTHORITY

WHEREAS, the undersigned desire the San Carlos Charter Learning Center to join the California Charter Schools Association Joint Powers Authority.

NOW, THEREFORE, RESOLVED that the President or Chairman be, and he hereby is, authorized and directed to join the California Charter Schools Association Joint Powers Authority.

20. AUTHORIZATION TO PURCHASE CORPORATE INSURANCE

WHEREAS, the undersigned desire the San Carlos Charter Learning Center to obtain liability insurance and to self-insure for workers compensation insurance for the San Carlos Charter Learning Center.

NOW, THEREFORE, RESOLVED that the President or Chairman be, and he hereby is, authorized and directed to obtain insurance for the San Carlos Charter Learning Center.

FURTHER RESOLVED that the President or Chairman be, and he hereby is, authorized and directed to take the necessary steps to self insure for workers compensation insurance for the San Carlos Charter Learning Center.

21. ADOPTION OF CHARTER AND MOU

WHEREAS, the Directors desire the San Carlos Charter Learning Center to adopt and abide by the 2007 Charter, as amended on March 10, 2011 and the March 10, 2011 Memorandum of Understanding (MOU) with the San Carlos Elementary School District..

NOW, THEREFORE, RESOLVED that the Corporation hereby adopts and agrees to abide by the 2007 Charter, as amended on March 10, 2011with the San Carlos Elementary School District.

FURTHER RESOLVED that the Corporation hereby adopts and agrees to abide by the March 10, 2011 Memorandum of Understanding (MOU) with the San Carlos Elementary School District.

Action Items - Adoption of Other Contracts/Agreements
Adoption of Licenses/Permits
Other Corporate Action

Adjourned at 9:37 pm

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of the SAN CARLOS CHARTER LEARNING CENTER a California nonprofit public benefit corporation; that these minutes, consisting of six (6) pages are the minutes of the first meeting of the Board of Directors held on March 10, 2011.

Secretary