



AEA Board of Trustees Bylaws and Handbook

B2: AEA Board Bylaws

The following handbook establishes operating procedures for the AEA Board of Trustees. These procedures shall not in any way supersede the AEA Board of Trustees Bylaws. In cases where the handbook conflicts with the Bylaws, the latter shall prevail.

1. OFFICERS

The officers of the AEA Board of Trustees shall be:

- President
- Vice President
- Treasurer
- Secretary

2. ELECTION OF OFFICERS

The Officers of the Board shall be elected by the members of the Board at the Board's annual meeting held at a public meeting of the Board, which shall be held at the first meeting between July 1 and September 30 of each year. The Officers shall each receive the votes of a majority of the full membership of the Board before being declared elected. The election shall be conducted using written ballots on which every Board Member's name appears. Each Board Member will vote for one person for the office being voted upon until some member has received at least three votes. Following each ballot, the Board Action Officer will announce the results of the vote identifying the members voting for each candidate. Prior to the casting of ballots, Board Members may speak in support of a particular candidate. Under this procedure all Board Members are eligible for election and there will be no nominations.

3. TERMS OF OFFICE

The Officers shall hold their offices for three years during the period commencing with their election and until their successors shall be duly elected and qualified.

4. VACANCY IN OFFICE

In the event of a vacancy in the office of President or Vice President by death, resignation, or otherwise, the Board of Trustees shall immediately elect a successor to the President or Vice President, as the case may be, to fill the vacancy for the remainder of the normal term of the office and until a successor shall be duly



elected and qualified.

5. PRESIDING OFFICER

The President shall preside at all meetings of the Board of Trustees. The President shall perform such duties and exercise such powers as usually pertain to the office of President and shall also have such additional powers as may be granted by law or by the Board. The President alone shall have the authority to agendize items without the concurrence of other Board members.

6. PRESIDING OFFICER IN ABSENCE OF PRESIDENT

The Vice President shall preside at all meetings of the Board of Trustees in the absence of the President and shall perform such other duties as may be enjoined upon the Vice President by the Board. In the case of absence of the President or if there is a vacancy in the office of the President, all the powers and duties of that office shall devolve upon the Vice President, who shall continue to exercise such powers and duties until the President returns or the vacancy is filled.

7. PRESIDING OFFICER IN ABSENCE OF PRESIDENT AND VICE PRESIDENT

In case of the absence, disability, or refusal to act of the President and the Vice President at any meeting of the Board of Trustees when a quorum is present, as determined by the Board Action Officer by roll call, the members present may elect by majority vote of the members voting a Chairperson Pro Tem for that meeting.

8. QUORUM AND ORDER OF BUSINESS

At each meeting of the Board, the President shall take the chair at, or as close as practicable after, the time appointed for the meeting and shall call the meeting to order. A quorum for the transaction of business shall consist of a majority of the full membership of the Board. If no quorum is present, the meeting shall be adjourned in accordance with California law. When a quorum is present, the order of business shall take place in accordance with the order established by and approved by the Board from time to time for the orderly conduct of its meetings.

9. SUSPENSION OF ORDER OF BUSINESS

The order of business may be suspended or changed at any time during any meeting of the Board of Trustees by a majority vote of the members voting.



10. ACTION BY THE BOARD OF TRUSTEES

The Board of Trustees may take action on matters properly before it only in public at a regular or special meeting, except in those instances where action is permitted by law in closed session. The authority of the Board may only be exercised as a Board and only at such meetings or closed sessions as duly and legally constituted. Individual members including Board Officers acting in their individual capacities have no authority to commit the Board or Superintendent to any policy determination or course of action.

11. ITEMS PRESENTED BY BOARD MEMBERS FOR IMMEDIATE ACTION

Members of the Board who desire to introduce an item for immediate action at the public Board meeting at which that item is first considered should file such item for inclusion in the agenda with the Board Action Officer before Monday, 5 pm of the week preceding the regular Tuesday Board meeting. The item will not be included unless one other Board Member concurs with the request, except when the item is submitted by the Board President, in which case no other concurrence is required. When Board meetings are held on days other than Tuesday, or if a Special Meeting is called, special arrangements for inclusion on the agenda of such Board Member “immediate action” item should be made with the Board Action Officer. The specially arranged item also requires concurrence by at least one other Board Member.

12. ROLE OF BOARD OF TRUSTEES IN ESTABLISHING POLICY

The Board, under the law, is charged with the responsibility of setting policy for Albert Einstein Academies and with the assistance of the Superintendent and management staff, shall establish general policies governing the operation of the schools. Having adopted these policies, the Board shall delegate to the Superintendent the authority to carry them out and shall require of the Superintendent such reports as are deemed necessary to determine both the manner in which the policies have been administered and the wisdom of the policies themselves.

Discussions held in closed session in accordance with the Ralph M. Brown Act and other applicable law shall be confidential, and no Board Member or other participant shall disclose the contents thereof without the permission of a majority of the Board.

13. PARLIAMENTARY PROCEDURE

The rules of parliamentary law set forth in the Current Edition of Robert’s Rules



of Order Newly Revised shall serve as a guide in public meetings of the Board in all cases in which such rules are not inconsistent with the Bylaws of the Board.

There must be a main motion and a second regarding the proposed staff/Board member recommendation before discussion by the Board will begin. Amendments to the main motion may be made. No substitute motions will be allowed.

All orders and rulings by the presiding officer of the Board at any meeting of the Board shall be final except where a Member of the Board appeals an order or ruling by motion and such motion is approved by a majority of the full membership constituting the Board. An appeal motion may be made only immediately after the order or ruling being appealed has been made. If the presiding officer determines that the situation or circumstance, as a result of disorder, constitutes an emergency and that a vote is not possible, he/she may solely decide to adjourn the meeting.

14. EXPECTATIONS FOR AUDIENCE CONDUCT

Demonstrations will not be allowed in the meeting room during Board meetings. Placards, banners, signs, flags larger than 8½" x 11" are not permitted in the Board meeting room. Pagers, cell phones, tablets and all other "smart devices" are expected to be turned off or put on silent mode in the Board of Trustees meeting room.

Any disturbance or willful interruption of Board meetings shall not be permitted by the presiding officer. The presiding officer is authorized to order a meeting of the Board of Trustees adjourned, adjourned to clear the meeting room, or to remove disruptive individuals or groups at any time if the legislative decorum of the meeting is disrupted by members of the audience and the audience does not observe a request by the presiding officer for restoration of order. (California Government Code Section 54957.9.)

15. AMENDMENT OF BYLAWS

The Bylaws of the Board may be amended only at a regular meeting and by a majority vote of the full membership constituting the Board. Any and all amendments to the Bylaws shall specify the section sought to be amended.

16. SUPERINTENDENT



The Superintendent shall serve as the Chief Executive Officer of the charter school organization. The Superintendent shall be evaluated annually by the Board of Trustees. The Superintendent shall, whenever possible, send information concerning matters of major significance to the Members of the Board not less than one week in advance of the proposed action by the Board of Trustees.

17. BOARD ACTION OFFICER

The Board Action Officer is the custodian of the official records of the Board, is responsible for preparation and noticing of the Board of Trustees agenda, certifies actions of the Board, and conducts follow-up on Board directed actions.

18. REGULAR MEETINGS

Regular meetings of the Board shall be open to the public and shall be held at one of AEA's campuses on a rotating basis where practicable. The Board shall adopt an annual calendar of Board meeting dates and times, and shall adhere to this calendar unless amended in a regular Board meeting or at the determination of the President (in accordance with the Ralph M. Brown Act).

19. SPECIAL MEETINGS (Ralph M. Brown Act, Government Code Section 54956)

Special meetings of the Board of Trustees must be called by the President at the request of any two Members of the Board or the Superintendent. Special meetings shall be open to the public and shall be held in the place designated in the notice and call of the special meeting in accordance with California law.

20. ANNUAL CONSIDERATION OF BOARD BYLAWS

At the annual organizational meeting of the Board, the Board Action Officer shall present to the Board of Trustees for re-adoption the Board Bylaws which are then in effect and such Bylaws shall be considered, along with any proposed amendments thereto, for approval by a majority vote of the full membership. These Bylaws also may be amended at any duly called public meeting of the Board.

21. VOTING

The Superintendent shall be afforded the opportunity to present options and make recommendations, if any, on all matters pending before the Board of Trustees prior to the time the presiding officer calls for the vote. On other than routine business items, the Superintendent shall make known to the Board optional or alternative courses of action and their consequences. Except as otherwise provided by law or



these Bylaws, all matters pending before the Board shall be decided by a majority vote of the full membership constituting the Board. (Education Code section 35164) The Ayes and Nays shall be taken and entered into the record.

Abstentions shall be recorded as abstentions but counted as agreeing with the action taken by the majority of those who vote, whether affirmatively or negatively, except in those circumstances where an abstention vote is compelled by state law (e.g., conflict of interest) and in the election of Board officers.

22. WRITTEN COMMUNICATIONS TO THE BOARD

All written communications addressed to the Board or to an individual member of the Board of Trustees involving policy matters which are properly the first concern of the Board may be referred to the Office of the Superintendent for investigation and preparation of a proposed written response which shall be presented to the Board, or Board member to whom the communication was addressed. The Board or Board member to whom the communication was addressed may then either respond directly or request that the Superintendent respond to the communication.

23. PUBLIC TESTIMONY AT MEETINGS OF THE BOARD OF TRUSTEES

In order to provide an orderly process in receiving public testimony on matters before the Board, the Board encourages proponents on the same subject to determine in advance their principal speaker(s). The Board also encourages all public testimony speakers, whenever possible, (a) to be direct and concise, (b) to avoid repetition of statements made earlier by fellow proponents on the same subject, and (c) to place their views in writing and provide advance copies to Board members and the Superintendent. If questions are to be submitted to the Board, such questions must be in writing. The Superintendent, if requested by the Board, shall provide written responses to such questions subsequent to the Board meeting at which they were posed.

There shall be two types of public testimony received by the Board of Trustees at its regular public meetings, as follows:

- A. Agenda Items--Any organization and/or person who desires to be heard by the Board on an item listed on the agenda shall come forward before or during the meeting and submit an electronic Public Testimony Request at the meeting, for or against the staff recommendation. Public Testimony Requests will be accepted up to the time the item is called for discussion by the Board. Once Board discussion of the item begins, no Public Testimony Requests will



be accepted. Any organization and/or person who has requested to speak to an agenda item may express their opinion at the point in the agenda when that item is called.

In the interests of expediting the consideration of other business before the Board, upon receiving a request to speak to a consent item, the Board may act to defer consideration of the consent item to that point in the meeting immediately prior to adjournment. Persons addressing the Board on an agenda item shall confine their remarks exclusively to the agenda item about which they speak, and they shall not be permitted to participate in any legislative deliberations of the Board about the agenda item.

All individuals submitting an Agenda Item Testimony Request in a timely manner, up to the time the item is called for discussion by the Board, will be given an opportunity to address the Board.

- B. Non-Agenda Items--Any organization and/or person who desires to be heard by the Board on an item which is not listed on the agenda shall come forward before or during the meeting and file a Public Testimony Request. All requests to speak to non-agenda items must be made prior to the time scheduled to hear non agenda matters.

The Board shall take no action, other than an action of referral, on any subject brought forth as a non-agenda item.

- C. Time Limits—The President shall announce the amount of time allocated for public testimony on agenda items prior to hearing the public

Any public testimony may be interrupted at any time on motion of any one member of the Board or by the Superintendent. If interrupted, the Board then shall decide whether it should continue to hear the speaker in public meeting, whether it should hear the speaker in private closed session, or whether it should refuse to continue hearing the speaker at all.

24. ENDORSEMENTS BY BOARD OF TRUSTEES

The Board shall not endorse organizations or activities which it does not deem to have a direct impact on the educational program of Albert Einstein Academies or which it finds are unrelated to the jurisdiction of the Board.



25. BOARD COMMITTEES

The Board may establish ad hoc or standing committees of its membership to perform fact-finding functions in any matter under jurisdiction of the Board. The Board of Trustees shall appoint a chairperson from one of its membership for each committee established.

A committee shall report its findings of fact to the Board of Trustees at a public meeting of the Board at which time the whole Board shall consider the findings of fact contained in the report together with the recommendation of the Superintendent.

Notice of committee meetings shall be given as required by, and in accordance with, California law.

All committee meetings shall be open to the public and the schedule of committee meetings shall be posted on the Board bulletin board in the window at the main entrance at each campus. Electronic recordings may be made, unless the recording cannot continue without noise, illumination, or obstruction of view that constitutes, or would constitute, a persistent disruption of the proceedings.

26. CITIZEN COMMITTEES

The Board may appoint citizens of the community to serve on citizen committees for the purpose of counseling and advising the Board on matters pertaining to the government of the charter school organization. Citizens so appointed shall receive no monetary compensation, nor expense reimbursement.

Citizen committees appointed by the Board act in a purely counseling and advisory capacity and their findings and recommendations are not binding on the Board. All findings and recommendations of citizen committees, including minority reports, shall be submitted to the Board and the Superintendent and shall appear on a public agenda of the meeting of the Board held next after receipt of the communication by the Board and the Superintendent. If a citizen committee communication challenges the personal capacity of an employee to render service to this Board, involves a school matter being litigated in the courts, or concerns the conduct of a pupil of Albert Einstein Academies, it shall not be placed on the public agenda. Instead, such communication shall be offered for private consideration of the Board at a closed session which shall be held following the meeting of the Board next after receipt of the communication by the Board.

The Superintendent is to readily make available any information to the citizen committee concerning the governing of the charter school organization which



such citizen committee from time to time may request in the course and scope of fulfilling their charge from the Board. Nothing in this section shall be construed to prohibit the employment of professional consultants as permitted in law by the Board.

27. WRITTEN RECORD OF BOARD PROCEEDINGS

The official records of proceedings of Board of Trustees meetings shall be known as the minutes. The minutes shall be a record only of actions taken by the Board of Trustees, except that any member or the Superintendent may direct that his or her remarks, or a summary thereof, made during the meeting, be included in the minutes. The minutes shall be approved by the Board of Trustees at any subsequent meeting by majority vote of the full membership constituting the Board. The minutes, when approved by the Board of Trustees, shall be the official records of the proceedings at which they were taken. The Board Action Officer shall affix his/her signature to the minutes after they have been approved by the Board of Trustees. The minutes shall be permanent public records of this Board and maintained in perpetuity.

28. ELECTRONIC RECORDINGS OF BOARD PROCEEDINGS

Where practicable, all meetings of the Board of Trustees shall be recorded in the entirety by an electronically actuated recording device. Such recordings as are made shall be considered unofficial public records of the proceedings of the Board designed primarily to assist in the preparation of the minutes.

29. AGENDA PLANNING COMMITTEE

An Agenda Planning Committee shall meet to establish the agenda for Regular Meetings. Members shall include the Board President and the Superintendent, as well as no more than two additional Board officers at the determination of the President. Meetings of the Agenda Planning Committee shall be held no less than eight (8) days prior to the corresponding Board Meeting. Board Members may provide officers with items for first reading up to the date of the agenda planning meeting. The concurrence of another Board member will not be required for resolutions or proclamations recognizing or honoring individuals or groups. The agenda established by the Agenda Planning Committee shall constitute the draft agenda. Additions of emergency items after the draft agenda has been established shall require the review and approval of the Superintendent or his/her designee and the Board president, or in his/her absence, the Vice President. The addition of emergency or "immediate action" items after the agenda is approved requires action at the next Regular Meeting, requiring the concurrence of at least one other Board Member.



Board members receive a draft agenda and copies of major reports on Wednesday, six (6) days prior to the regular Tuesday Board meeting. The final Board agenda and all exhibits/reports are distributed to the Board, press, public, community groups, employee organizations, and all others requesting such information no later than the Friday, four (4) days preceding the regular Board meeting. This release of the final agenda does not preclude the posting and use of additional or revised supporting documents, which shall be made available to the public at the time they are provided to the Board.

Board members are to refer all questions and/or requests for additional information to the Superintendent or his designee no later than 12:00 p.m., Thursday, five (5) days prior to the Board meeting.

Any request by a Board member to remove an item from the Consent Agenda to be discussed separately shall be made to the Superintendent or his designee no later than 12:00 p.m., the day before the Board meeting. If such a request is not made, the item will remain on the Consent Agenda until a request is made at the Board meeting.

30. NEW BOARD MEMBER TRAINING

Each newly seated Board member shall be required to complete training in Board operations and procedures, including but not limited to Board responsibilities, the Brown Act, and Conflict of Interest laws. All training will be at the expense of the organization.

BOARD APPROVED POLICY

Approved and Adopted: November 10, 2020

Revised: December 14, 2020