Mission: To ignite the passion within all students to reach their greatest potential through a nurturing and innovative learning environment. Vision: All students experience positive education, career, and life outcomes.

# Samueli Academy
# Election of Officers Policy

A. Officers of Samueli Academy

The officers of Samueli Academy shall be a Chairperson (hereinafter "Chair"), a Vice Chairperson (hereinafter "Vice Chair"), a Secretary, a Treasurer, a Chief Financial Officer, and an Executive Director. Samueli Academy also may have such other officers, as the Board deems advisable.

1. Chair, Board of Trustees: Subject to Board control, the Chair, when elected, shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign. The Chair must be elected from a member of the Board of the Trustees.

2. Vice Chair, Board of Trustees: If the Chair is absent or disabled, the Vice Chair, when elected, shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe. The Vice Chair must be elected from a member of the Board of the Trustees.

3. Secretary: The Secretary shall: (a) keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles of Incorporation and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe. The Secretary must be elected from a member of the Board of the Trustees.

4. Treasurer: The Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements;
(b) make the books of account available at all times for inspection by any Trustee;
(c) be advised of deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render to the Board of Trustees, as requested but no less frequently than quarterly every fiscal year, an account of the corporation's

financial transactions and financial condition; (f) be aware of any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe. The Treasurer must be elected from a member of the Board of the Trustees. The Treasurer may delegate appropriate duties to the Chief Financial Officer, with appropriate oversight and review thereof.

5. Chief Financial Officer: The Chief Financial Officer 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 Chief Financial Officer shall send or cause to be given to Trustees 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 Trustee at all reasonable times. The Chief Financial Officer shall (a) 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; (b) disburse the Corporation's funds as the Board may order; (c) render to the Executive Director, Treasurer, Chair, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or these Bylaws may require.

6. Executive Director: The Executive Director shall be the general manager of the Corporation and shall supervise, direct, and control the day-to-day Samueli Academy's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification and subject to the oversight and direction of the Board. The Executive Director shall have such other powers and duties as the Board or these Bylaws may require.

B. Election, Eligibility and Term of Office

1. Election of Officers: The Board shall elect the officers annually at the Samueli Academy Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.

2. Eligibility: A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair. In addition, any number of offices may be held by the same person, except (in addition to the above), neither the Secretary nor the Chief Financial Officer may serve concurrently as either the Executive Director or as the Chairperson of the Board.

3. The slate of officers is proposed annually by the Governance/Nominating committee to be approved by the Board of Trustees at the Samueli Academy Annual Meeting in June, or as otherwise permitted by item B1 above.

4. Nominations of officers are generally taken in the month of April, or as otherwise permitted by the Board of Trustees, and submitted to the Chair, of the

Governance/Nominating Committee, generally before May 1st, of the current year.

5. Elections must be held in an open meeting of the Board of Trustees and be in compliance with the Samueli Academy Charter, By-Laws and the Brown Act. Vote shall be taken by roll call.

6. Term of Office: Each officer serves at the pleasure of the Board, holding office for one year or until resignation, removal or disqualification from service, or until his or her successor is elected.

7. All officers and members of Board of Trustees will be submitted for a background check.

8. Officers will be sworn into duty at the July Board of Trustees meeting, or as otherwise permitted by this Policy, the Samueli Academy Charter, By-Laws and the Brown Act.

C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to the Board of Trustees or Governance Committee, the resignation taking effect on receipt of the notice or at a later date of specified in the notice.