

## Appendix T: Governance Council Bylaws



### **Governance Council Bylaws of Opportunity Youth Academy**

#### **Article I Definitions**

When used in these Bylaws, the terms set forth in this Article shall have the following meanings:

1. "Governance Council" shall mean the Opportunity Youth Academy Governance Council and its Members. The Governance Council is not a corporation and these are not corporate Bylaws.
2. "OYA" shall mean Opportunity Youth Academy as a public dependent charter school of Santa Clara County Office of Education located in multiple locations within the boundaries of Santa Clara County. OYA is governed by the Governing Board of Opportunity Youth Academy, and is authorized by the Santa Clara County Board of Education.
3. "Chair" shall mean the Santa Clara County Assistant Superintendent, Student Services & Support Division who shall serve as the Chairperson of the Governance Council.

#### **Article II Mission & Purpose**

##### **Section A: Mission**

OYA strives to break the cycle of poverty by providing students who have dropped out of school or are otherwise disengaged from school, the opportunity to complete their high school education, by earning a high school diploma and to launch a career and/or college path. OYA views disengaged students as "At-Promise" as opposed to "At-Risk". To that end, OYA's organizational mission is to provide a premier high school reengagement program engaging students through relationship-focused, high-tech, and rigorous learning experiences resulting in students and graduates being "Ready to Learn, Ready to Work and Ready to Live."

## Section B. Purpose

The Governance Council has been created to serve as an advisory body to the OYA Governing Board. The Governance Council has no final decision making authority as the OYA Governing Board retains all governing authority and may choose whether or not to follow any or all of the recommendations of the Governance Council in the OYA Governing Board's sole discretion.

1. OYA is designed to provide a blended learning model that, by engaging students through relationship-focused, high-tech, and rigorous learning experiences and academic achievement, will result in students completing their high school diploma. OYA may also partner with a Workforce Innovation and Opportunity Act provider to develop and offer an adult education and literacy program and/or carry out any other programs or activities as permitted by its Charter and law.
2. OYA shall be non-sectarian in its programs, admission policies, employment practices and operations, and will admit students without regard to actual or perceived disability, gender, gender identity, gender expression, nationality, race or ethnicity, religion, sexual orientation, or any other characteristic that is contained in the definitions of hate crimes set forth in Penal Code Section 422.55, including immigration status, or association with an individual who has any of the aforementioned characteristics in the same manner as other public schools in California.
3. The Governance Council shall have nine (9) voting members including a voting student representative. Governance Council Members shall have all powers and duties for the conduct of the activities of the Governance Council that are not in conflict with the duties of the County Superintendent, the OYA Charter, law, or these Bylaws.
4. Governance Council Members shall be devoted to the mission and purpose of OYA and shall represent the best interests of the school.

## Article III Governing Council

### Section A: Composition and Selection

1. **Number:** The Governance Council shall consist of nine (9) voting members, including a student representative. The OYA Governing Board may from time to time alter the number of members by resolution or amendment to the Bylaws.
2. **Qualifications:** Governance Council Members should have the credibility and respect of the community and reflect the community's diversity. The Governance Council is designed to bring expertise to the governance of OYA. Specifically: the Governance Council shall consist of the County Assistant Superintendent, Student Services & Support Division, two (2) Santa Clara County Office of Education Leadership Team members who do not sit on the Superintendent's Cabinet, and who do not have a perceived conflict of interest (i.e. any employee with an active leadership role in OYA or with oversight

responsibility over OYA), five (5) community member OYA partners, former students or parents, and one (1) student representative.

- 3. Terms of Office:** The County Assistant Superintendent, Student Services & Support Division shall be a permanent member of the Governance Council. The two (2) additional Santa Clara County Office of Education employees shall serve two (2) year terms. The five (5) community member partners or parents shall have staggered two (2) year terms. In order to create staggered terms, the initial terms of community members or parents will be determined by a random draw whereby two (2) Members will serve a one (1) year term and the other three (3) Members will serve a 2 year term. All subsequent terms will be for two (2) years. Community members or parents who serve as Governance Council Members will be limited to serving three (3) consecutive terms, whether full terms or three (3) partial in the case of an appointment. This will allow multiple community members or parents to serve OYA over time. Terms will be December through November of each calendar year. The student representative will serve for one school year.
- 4. Selection:** The County Superintendent shall determine which Santa Clara County Office of Education employees shall be designated as OYA Governance Council Members. The Santa Clara County community and parents will be represented by five (5) seats, with the members selected by the OYA Governing Board. The final determination will be made by the OYA Governing Board, either from persons who have been so recommended or any person who the OYA Governing Board determines will best serve the needs and purposes of the Governance Council and OYA. The voting student representative will be selected each year by the OYA teachers and the OYA Director/Principal by reviewing letters of interest to serve on the council. Students must be in good academic standing, have good attendance, and have the availability to attend meetings.
- 5. Compensation and Expenses:** Governance Council Members shall receive no payment for their services, though the Chair and the other Santa Clara County Office of Education employees who serve on the Governance Council shall do so as part of their employment and shall continue to receive their ordinary compensation but no additional compensation for serving on this Governance Council.
- 6. Resignation and Removal:** A community or parent representative Member may resign by submitting his or her resignation in writing to the OYA Governing Board. A community or parent representative Member may be removed for good cause as determined by an affirmative vote of at least five (5) Governance Council voting Members, or if there are less than five (5) voting Members currently on the Governance Council, by a majority of the current voting Members. Community or parent representative Members being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Governance Council regarding such action prior to any vote on such removal. Santa Clara County Office of Education Members may be removed only by the County

Superintendent.

7. **Vacancies:** Any community or parent representative Member vacancy occurring on the Governance Council may be filled by the County Superintendent. In order to preserve the present sequence for staggered terms, a Member selected to fill a vacancy shall be appointed for the unexpired term of such person's predecessor in office.

## **Section B: Powers and Duties**

1. The business, affairs, and property of OYA shall be the ultimate responsibility and under the control of the OYA Board. The OYA Governing Board shall at all times retain ultimate authority over the governance and operations of OYA and the Governance Council shall be an advisory body. The OYA Governing Board shall have authority to veto, overturn, not to follow, or to remand any decision or recommendation of the Governance Council.
2. The role of the Governance Council will be to:
  - a. Make recommendations to the OYA Governing Board in the following areas, and such other areas as may be requested by the OYA Governing Board to:
    - i. Recommend events and activities to be carried out at OYA;
    - ii. Annually review the operating budget and OYA operations;
    - iii. Provide a public forum for ongoing feedback and input regarding the operations and performance;
    - iv. Make recommendations for the improvement and further development of OYA;
    - v. Strive for a diverse student population, reflective of the community, and aligned to the OYA Mission;
    - vi. Provide for Stakeholder feedback and engagement;
  - b. Review and recommend business and school partnerships with the communities served by OYA.
  - c. Ensure that all students are learning California State Standards by reviewing achievement data.
  - d. Review, promote, monitor and evaluate educational initiatives affecting OYA.
  - e. Organize activities to raise funds or otherwise solicit and gather monetary donations or other gifts for OYA.
  - f. To carry out such other duties as requested by the OYA Governing Board.

The Governance Council shall cause to be kept a complete record of all the minutes, acts and proceedings of the Governance Council.

### **Section C: Attendance**

Attendance at meetings of the Governance Council is extremely important for the success of OYA. While understanding that emergencies and career and family responsibilities may interfere with attendance, each Member should evaluate his or her commitment to the responsibilities as a Member of the Governance Council. With this in mind, the Governance Council shall vote to replace a Governance Council member who misses two (2) consecutive meetings or is absent for more than 50% of the four (4) regularly scheduled meetings during a calendar year. The procedure for replacing a Governance Council member under this provision will follow the process for filling vacancies set forth in Section IV.A.7 of these Bylaws.

## **Article V Officers**

### **Section A: Officers**

The Governance Council officers of shall include a permanent Chair, Vice-Chair, and such other officers as the Governance Council shall deem necessary.

### **Section B: Election and Term of Office**

Other than the Chair, the Governance Council shall annually elect the Governance Council officers by majority vote of the Governance Council Members present at the December meeting, and as otherwise necessary to fill a vacancy in office. The County Assistant Superintendent, Student Services & Support Division shall always be Chair of the Governance Council.

### **Section C. Chair**

The Chair of the Governance Council shall preside over Governance Council meetings and shall possess the power to sign all certificates or other instruments of the Governance Council that are approved by the Governance Council. The Chair of the Governance Council shall exercise and perform such other powers and duties as may be prescribed by the OYA Governing Board from time to time.

### **Section D. Vice-Chair**

In the absence of the Chair, the Vice-Chair of the Governance Council shall preside over meetings but shall not otherwise assume the authority of the Chair. The Vice-Chair shall also

perform other such duties as may be prescribed from time to time by the Chair of the Governance Council.

### **Section E: Vacancies**

A vacancy in the office of the Chair because of death, resignation, removal, disqualification or otherwise, will be filled by the OYA Governing Board.

A vacancy in the office of the Vice Chair because of death, resignation, removal, disqualification or otherwise, may be filled by the Chair for the unexpired portion of the term.

### **Section F: Committees**

The OYA Board and the Governance Council, upon request and recommendation, may appoint ad hoc committees or standing committees as necessary for the effective operation of the Governance Council.

## **Article VI Governance Council Meetings**

### **Section A: Regular Meetings**

The Governance Council shall meet to conduct the Governance Council's business in a general public meeting at least four times per year. The regularly scheduled meetings of the Governance Council shall be held in March, June, September and December at the Santa Clara County Office of Education, 1290 Ridder Park Drive, San Jose, CA 95131, at such times and dates as established by a calendar adopted by the OYA Governing Board. The OYA Governing Board and/or the Chair may also call special or emergency meetings of the Governance Council in accordance with the requirements of the Brown Act.

### **Section B: Compliance with Brown Act**

The Governance Council shall comply with all applicable provisions of the Brown Act, including as applicable to committees of the Governance Council. Notice of all meetings above shall occur in compliance with Brown Act.

### **Section C: Quorum**

A majority of the voting Members of the Governance Council shall constitute a quorum at any meeting of the Governance Council. If a quorum is present, the affirmative vote of the majority of the voting Members represented at the meeting, entitled to vote, and voting on any matter shall be a decision of Governance Council. Should there be less than a majority of Governance Council voting Members present at any meeting, no quorum exists, and a meeting will not be

held. Governance Council Members may not vote by proxy.

**Section D: Indemnification**

OYA shall name the Governance Council and its members as additional insureds on its insurance, whether separate insurance or pursuant to the Santa Clara County Office of Education’s insurance. OYA agrees to defend, hold harmless and indemnify any present or former Governance Council Member, officer, employee, volunteer, or agent of OYA for any judgment, liability, cost, including attorneys’ fees, penalty or fine rendered or levied in an action or proceeding brought against such person for an act or omission of such person acting in the course and scope of his/her position as a Member of the Governance Council provided that the OYA Board determines that such person acted in good faith in the best interests of OYA and without willful misconduct or negligence. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any potential or threatened action.

**Section E: Annual Reports.**

OYA shall provide SCCOE and OYA Governance Council Members with an annual financial report and a program cost report in the state-required formats.

**Article VIII  
Amendments**


These Bylaws may be altered or amended by action of the OYA Board during the open session of a public meeting of the OYA Board. Any revised Bylaws will be public records maintained by OYA>

**Article IX  
Purpose of Bylaws**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the Mission and purposes of OYA. These Bylaws shall never be construed in any way to impair the efficient operation of OYA.

**Certification**

I HEREBY CERTIFY that these Bylaws constitute Bylaws for OYA’s Governance Council, which were adopted by the OYA Governing Board at a public meeting on the 15 day of April, 2019.

  
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Mary Ann Dewan, Ph.D  
OYA Board  
County Superintendent of Schools