

Meetings of the Board of Directors shall be presided over by the Board Chair of the corporation or, in his or her absence, by the Fiscal Manager of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with other controlling laws.

SECTION 8. CONFIDENTIALITY

No Board member, staff member or invitee may disclose information from closed session without the authorization of the Board. All parties must agree to absolute confidentiality about all discussion, information and opinions. Confidentiality cannot be breached. Such a breach is grounds for dismissal from Board.

SECTION 9. CONFLICT OF INTEREST CODE

Individuals holding designated positions shall file statements of economic interests with the Agency, which will make the statements available for public inspection and reproduction. (Gov. Code Sec. 81008.) Upon receipt of the statements of members of the board and the Executive Director, the agency shall make and retain a copy and forward the originals of these statements to the Fair Political Practices Commission. All other statements will be retained by the Agency.

Designated Positions

- Members of the Manzanita Board of Directors
- Executive Director
- School Systems Administrator

The Conflict of Interest Policy is maintained as part of the Board Operations Policy.

ARTICLE 7 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be the Board Chair, Secretary, and a Chief Financial Officer who shall be designated the Fiscal Manager. The corporation may also have other officers as designated by the Executive Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the membership, and each officer shall hold office until the term ends, he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. DUTIES OF BOARD CHAIR

The Board Chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, by these Bylaws, by the Board Operations Policy, or which may be prescribed from time to time by the Board of Directors. He or she shall notice and preside at all meetings of the Board of Directors. The Board Chair shall notice and preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the membership or the Board of Directors.

SECTION 4. DUTIES OF SECRETARY

The Secretary shall certify and keep at the principle office of the corporation the original, or a copy,