



AIMS K-12 College Prep Charter District

Special Board Meeting - Retreat

Date and Time

Saturday August 4, 2018 at 9:00 AM PDT

Location

171 12th Street., 3rd Floor, Oakland CA, 94607

AIMS does not discriminate on the basis of disability in the admission or access to, or treatment or employment in, its programs or activities. Marisol Magana has been designated to receive requests for disability-related modifications or accommodations in order to enable individuals with disabilities to participate in open and public meetings at AIMS. Please notify Marisol Magana at (510) 220-9985 at least 24 hours in advance of any disability accommodations being needed in order to participate in the meeting.

Agenda

	Purpose	Presenter	Time
I. Opening Items			9:00 AM
Opening Items			
A. Call the Meeting to Order			1 m
B. Record Attendance and Guests	Vote		2 m
Roll Call for the directors of the board, and introduction of any guest presenters			
C. Adoption of Agenda	Vote		2 m
D. Public Comment on Agenda Items			10 m

	Purpose	Presenter	Time
<p>Public Comment on Agenda Items is set aside for members of the Public to address the items on the Board’s agenda prior to each agenda item. The Board of Directors will not respond or take action in response to Public Comment, except that the board may ask clarifying questions or direct staff. <u>Comments are limited to two (2) minutes per person, and a total time allotted for all public comment will not exceed thirty (20) minutes (10 minutes per section).</u></p>			
II. Non-Action Items			9:15 AM
A. BoardOnTrack Training	FYI	Melissa Danisch - BoardOnTrack	90 m
<ul style="list-style-type: none"> - Development of 2018-2019 AIMS Board Goals - Development of Long Term AIMS Board Goals - Development of Board Director Selection and Recruitment Process for Expanding the AIMS Board 			
B. Discussion Regarding the Development of the AIMS Board Goals	Discuss	Board President, Mr. Steven Leung	40 m
<ul style="list-style-type: none"> - Development of 2018-2019 AIMS Board Goals - Development of Long Term AIMS Board Goals 			
III. Recess for Lunch Break			11:25 AM
A. Lunch Break 11:25 am - 12:25 pm	FYI		60 m
IV. Reconvene from Lunch Break			12:25 PM
A. Roll Call	Vote		5 m
V. Non-Action Items Continued			12:30 PM
A. Discussion Regarding AIMS Strategic Planning for future Facilities Needs	Discuss	Superintendent Woods-Cadiz	55 m
<p>- Engaging Services with Ziegler/ACD/InSite for the Purpose of Finding a Suitable School Site for AIMS Future Expansion</p>			
B. Discussion Regarding AIMS Board Structure	Discuss	Board President, Mr. Steven Leung	55 m

	Purpose	Presenter	Time
- Potential Creation of a Separate CMO Under the Authority of the AIMS Board to Hold the Lease for the AIMS 12th Street Campus			
C.	Discussion Regarding Board Director Responsibilities & Future Potential Changes to the AIMS ByLaws	Discuss Board President, Mr. Steven Leung & Board Treasurer, Mr. Chris Edington	55 m
VI.	Closed Session		3:15 PM
A.	Public Comment On Closed Session	FYI	10 m
	Public Comment on closed session items is set aside for members of the Public to address items on the Board’s agenda for closed session. The Board of Directors will not respond or take action in response to Public Comment, except that the board may ask clarifying questions or direct staff. <u>Comments are limited to two (2) minutes per person, and a total time allotted for all public comment will not exceed thirty (30) minutes (10 minutes per section).</u>		
B.	Recess to Closed Session	Discuss	20 m
	1. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8.)		
VII.	Reconvene from Closed Session		3:45 PM
A.	Roll Call	Vote	2 m
B.	Report from Closed Session	FYI	3 m
VIII.	Closing Items		3:50 PM
A.	Items for Next Agenda	Discuss	10 m
B.	Adjourn Meeting	Vote	

Coversheet

Adoption of Agenda

Section: I. Opening Items
Item: C. Adoption of Agenda
Purpose: Vote
Submitted by:
Related Material: 2018-8-4 Board Retreat Agenda.pdf

American Indian Model Schools

SPECIAL BOARD RETREAT AGENDA

Saturday August 4th, 2018 @ 9:00 am to 4:00 pm

171 12th Street, 3rd Floor

Oakland, CA 94607



I. CALL TO ORDER

II. ROLL CALL

III. ADOPTION OF AGENDA

IV. PUBLIC COMMENT ON AGENDA ITEMS

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V. NON-ACTION ITEMS

1. **BoardOnTrack Trainings for 2018-2019 & Long Term Board Goals, and Board Director Selection & Recruitment Process for Expanding the AIMS Board**
 - Ms. Melissa Danisch, BoardOnTrack
2. **Discussion Regarding Development of the AIMS Board of Directors 2018-2019 Board Goals and Long-Term Board Goals**
 - Board President, Mr. Steven Leung

VI. RECESS TO LUNCH BREAK - 11:25 AM

VII. RECONVENE FROM LUNCH BREAK – 12:25 PM

VIII. ROLL CALL

IX. NON-ACTION ITEMS CONTINUED

3. **Discussion Regarding AIMS Strategic Planning for future Facilities Needs & Engaging Services with Ziegler/ACD/InSite for the Purpose of Finding a Suitable School Site for AIMS Future Expansion**
 - Superintendent Woods-Cadiz
4. **Discussion Regarding the AIMS Board Structure, and Potential Creation of a Separate CMO Under the Authority of the AIMS Board to Hold the Lease for the AIMS 12th Street Campus**
 - Board President, Mr. Steven Leung

- 5. Discussion Regarding **Board Director Responsibilities and Future Potential Changes to the AIMS ByLaws**
 - Board President, Mr. Steven Leung & Board Treasurer, Mr. Chris Edington

X. PUBLIC COMMENT ON CLOSED SESSION ITEMS

Public Comment on closed session items is set aside for members of the Public to address items on the Board’s agenda for closed session. The Board of Directors will not respond or take action in response to Public Comment, except that the board may ask clarifying questions or direct staff. **Comments are limited to two (2) minutes per person, and a total time allotted for all public comment will not exceed twenty (20) minutes (10 minutes per section).**

XI. RECESS TO CLOSED SESSION

- 1. **CONFERENCE WITH REAL PROPERTY NEGOTIATORS**
(Gov. Code section 54956.8.)

XII. RECONVENE FROM CLOSED SESSION

XIII. ROLL CALL

XI. REPORT FROM CLOSED SESSION

XII. ITEMS FOR NEXT AGENDA

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XIII. ADJOURNMENT

NOTICES: The next regular meeting of the Board of Directors will be held on August 21st, 2018 at 6:30 pm. AIMS does not discriminate on the basis of disability in the admission or access to, or treatment or employment in, its programs or activities. Marisol Magana has been designated to receive requests for disability-related modifications or accommodations in order to enable individuals with disabilities to participate in open and public meetings at AIMS. Please notify Marisol Magana at (510) 220-9985 at least 24 hours in advance of any disability accommodations being needed in order to participate in the meeting.

I, _____, hereby certify that I posted this agenda at the AIMS Campus 171 12th Street, Oakland, CA 94607 on, _____, at _____ - Certification of Posting

Coversheet

Public Comment on Agenda Items

Section: I. Opening Items
Item: D. Public Comment on Agenda Items
Purpose: FYI
Submitted by:
Related Material: Public Comment Speaker Cards.pdf

Public Comment Speaker Cards

Name: _____ Date: _____

I am a: Parent _____ Student _____ Staff _____ Grade _____

Other (please specify) _____

Agenda Item (if applicable) _____

Comment: _____

Public Comment Speaker Cards

Name: _____ Date: _____

I am a: Parent _____ Student _____ Staff _____ Grade _____

Other (please specify) _____

Agenda Item (if applicable) _____

Comment: _____

Coversheet

BoardOnTrack Training

Section: II. Non-Action Items
Item: A. BoardOnTrack Training
Purpose: FYI
Submitted by:
Related Material: Sample Committee Descriptions Governance.pdf
Sample Individual Trustee Appraisal.pdf
Sample Orientation Plan.pdf
Sample Full Board Appraisal.pdf
Guiltfree Board Member.pdf
Sample Board Level Goals.pdf



Governance Committee[©]

General Purpose

The governance committee is commissioned by and responsible to the Board of Trustees to assume the primary responsibility for matters pertaining to Board of Trustees recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the organization as well as established policies and practices approved by the Board of Trustees.

Appointments and Composition

1. Appointments of the chair and members of the Board governance committee shall be made annually by the Chair of the Board with the advice and consent of the Board in accordance with the Bylaws.
2. The chair of this committee shall be a member of the Board of Trustees.
3. Other members of this committee shall be members of the Board of Trustees.
4. Additional committee members may be appointed and need not be members of the Board of Trustees.

Responsibilities

1. Analyze the skills and experience needed on the Board.
2. Create a short and long-term board recruitment strategy.
3. Work with Board Chair and CEO on a succession plan for board officers.
4. Recruit members to serve as members of the Board and develop a slate of trustees for consideration by the membership at the annual meeting in accordance with selection/election procedures outlined in the bylaws.
5. Develop and review annually the procedures for Board recruitment.
6. Develop an orientation and training plan for new trustees.
7. Assist in the planning of an annual Board retreat and other deeper strategy sessions as needed.
8. Develop and revise a Board member handbook outlining the responsibilities of the Board and Board members, Board policies, and other relevant information.
9. Conduct board education as needed.
10. Create specific measurable board-level goals for the year as part of the full board planning process.



11. Regularly evaluate the effectiveness of board meetings, and make recommendations for improvement to the chair and the full board as needed.
12. Annually coordinate an evaluation of the full board and individual trustees.
13. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
14. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Trustees.



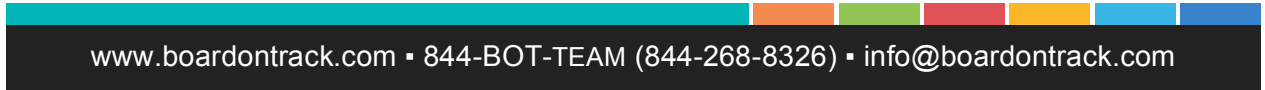
How effective are you as a trustee?

How does your performance compare to these typical expectations of trustees on a board?

On a scale of 1-5 – with 5 being highest – please circle how you rate your own performance compared to each expectation. Please comment where noted. The Board Chair will prepare a grid that summarizes trustee activity for questions #4, 5, 6, 9 and 10. Contribution amounts will not be listed.

Thank you.

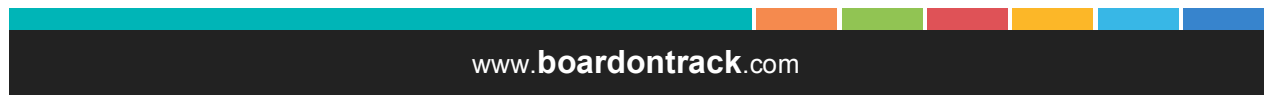
Typical expectations of trustees on governing boards	Your self-evaluation				
1. Demonstrate belief in and actively advocate for the values, mission and vision of the school. – Please give an example.	1	2	3	4	5
2. Work cooperatively with fellow trustees to fulfill obligations of trusteeship articulated in Board job description and in these performance expectations. – Please give an example.	1	2	3	4	5
3. Act in ways that contribute to the effective operation of the Board of Trustees, including but not limited to: focus on what's good for the school not your personal opinion or agenda and support board decisions once made. – Please give an example.	1	2	3	4	5
4. Prepare for and regularly attend and participate in board meetings.	1	2	3	4	5



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5. Serve on a committee, prepare for and regularly attend and participate in committee meetings.	1	2	3	4	5
6. Participate in school activities such as special programs and fund-raising events.	1	2	3	4	5
7. Reach out to diverse constituencies and help identify and cultivate relationships to support the school as donors, volunteers and advocates. - Please give an example.	1	2	3	4	5
8. Use your personal and professional contacts and expertise for the benefit of the school. - Please give an example.	1	2	3	4	5
9. Give an annual financial contribution to the best of your personal ability.	1	2	3	4	5
10. If the school launches a capital program, contribute to that also.	1	2	3	4	5
11. Help raise charitable contributions to support the school. - Please give an example.	1	2	3	4	5
12. Inform the Board of any potential conflicts of interest that you may have, whether real or perceived, and abide by the decision of the Board related to this situation. - Please give an example.	1	2	3	4	5





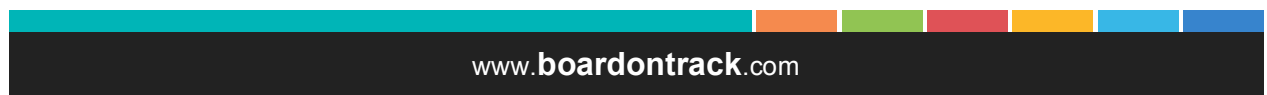
Reflection

What are you most proud of that the Board of Trustees accomplished this year?

What is the most important thing that you think the Board of Trustees should work on next year?

What are you most proud about your work as a Trustee this past year?

What is your personal goal as a Trustee for next year?





ABC Charter School Board Orientation Plan

Phase I: Recruitment

In the recruitment stage, a prospective board member will receive printed materials such as the charter application, relevant information regarding the educational program and financial data, and any other pertinent background information. The prospective member will also receive a list of expectations of a board member, including the schedule of board meetings, committee assignments, length of board term, and an idea of the required time commitment.

List of Materials:

- Executive Summary from the charter application
- Organization chart of board and school leadership
- Board member biographies
- Overview of the U.S. charter school movement
- Overview of our state's charter school movement

Phase II: Orientation

New board members will attend a mandatory orientation session, which will be conducted by the board chair, the CEO, and the chair of the committee to which the new member would be potentially added. The session will be held before the board meeting following the member's election to the board and will last for approximately one hour. In designing an orientation curriculum, it is important that the new member be provided with information that will help him or her address the major decisions and policy questions facing the organization.

The orientation session will comprise three elements:

1. A *comprehensive review* of the mission, vision and values of the organization, the history of the board and founding of the organization, roles and responsibilities of the board and the CEO, the administrative calendar with the board meeting schedule and other major activities of the board, an organizational chart that includes the list of current and planned committees, how the board conducts meetings, including relevant actions from *Roberts' Rules of Order*.
2. A *broader discussion* about the external environment the organization operates within (information about political, economic, demographic, legislative, competitive trends and changes that have significant impact on the organization and the children it serves), financial information, and detailed information about the educational program.



3. *A more detailed conversation* about the role of the new member on an existing committee, current issues and topics being examined by the committee, tasks and an action plan being executed by the committee, and any other information that would be helpful to the new member about committee work.

In addition to this session, a school tour independently arranged with and given by the CEO would introduce the new member to the school site and allow him or her to meet some of the administrative faculty at the school.

After the initial orientation session has taken place and some time within the first three months of tenure, a follow-up meeting would be held comprising the new board member and either the board chair or the governance committee chair or vice chair. The purpose of this meeting would be to give the new member an opportunity to discuss any outstanding issues and or questions that he or she may have regarding the board governance process or a particular topic relevant to his or her committee work.

While the orientation session, the school tour, and follow-up meeting should provide a solid foundation from which the board member can successfully perform his or her duties, it may also be a good idea to provide a mentor to the new member. An informal mentoring program could help build a sense of teamwork and support for new members. A mentor would be a skilled and reliable board member who would work closely with the new member to help him or her better understand board procedures, talk through basic issues and questions, and be available for any other support that the new member might require.

List of Materials:

- Final Charter Application
- Bylaws
- Board member resumes and contact information
- Staff résumés (CEO and other members of the leadership team)
- Board Policy Manual
- Authorizer Handbook for Charter School Board Members
- Board agendas and minutes from the previous year
- State Disclosure Forms

4. What are the 3 most important things the Board of the organization does? (Now try answering this question like this: What are the 3 most important things your board should do? What’s the difference?)

5. What are the 3 most important things that a Board member of the organization does? (Respond to this version: What are the 3 most important things your board members should do? What’s the difference?)

6. What are your top 3 areas of concern regarding Board effectiveness?

Section II: Assessing the Board of Directors

Please respond by checking in the appropriate column. “Yes,” the organization meet the standard. “Needs improvement” to meet the standard well. “No,” doesn’t meet the standard. And, “don’t know” if you meet the standard.

	Yes	Needs Improvement	No	Don't Know
1. Composition of the Board of Directors				
a. Leadership (board and staff) understands that deep diversity contributes to organizational success, and is committed to achieving diversity.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Recruitment process considers issues of diversity, e.g. gender, generation, sexual orientation, ethnicity, socioeconomic, skills, etc. when identifying candidates for Board membership.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Board composition reflects the organization’s constituencies, coupled with the skills and knowledges necessary to do governance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Bylaws limit tenure and ensure rotation of Board members, and the Board enforces these.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Written recruitment policies and procedures – used and reviewed regularly – include:				
• assessment of boardroom expertise and identification of gaps	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• personal interview process to screen candidates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• performance assessment of incumbents	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Board discusses the types of behaviors that contribute to group effectiveness, seeks individuals who behave accordingly, and avoids individuals whose behaviors negatively affect the group.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Board member qualifications and performance expectations are clearly articulated, orally and in writing, and are enforced.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. The Board is of sufficient size to assure adequate diversity, expertise, and quality conversation to fulfill its obligations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Yes	Needs Improvement	No	Don't Know
2. Selection, recruitment and evaluation of Board members				
a. Recruitment process ensures balance of experienced individuals to guarantee continuity and new members to encourage new ideas.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Candidates are personally interviewed and their adherence to performance expectations is secured before nomination to the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. In addition to general expectations of Board membership, each candidate under consideration is asked to use a specific skill/expertise on behalf of the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Throughout the year, the recruitment process identifies and cultivates candidates for consideration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Recruitment process solicits candidate suggestions from staff, committees, and Board members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Chief executive officer (CEO) of the organization participates in Board member recruitment, development, and evaluation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Regular performance evaluation of Board members distinguishes between those who should be invited to continue service and those who should be thanked and released.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Orientation and development of the Board				
a. An orientation is conducted annually for newly elected Board members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Board orientation – and supporting information – includes review of such items as roles, responsibilities, and limitations of staff and Board; overview of mission and services; committee operations; and, strategic opportunities and challenges.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. There is a process to ensure that new Board members feel welcome and fully integrated into the Board immediately.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Board and staff understand how differences (e.g., ethnicity / race, class, gender, sexual orientation, and so forth) contribute to privilege and produce power dynamics that affect group effectiveness.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Board and staff are committed to acquiring cultural competence, e.g., learning new skills to communicate and work effectively across differences such as gender, socioeconomic, class, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Education and training opportunities are provided to build Board member skills and knowledge.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Board monitoring of organizational health				
a. The Board effectively inquires into major performance deficiencies.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The Board spends time discussing short- and long-term challenges and opportunities facing the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Strategic discussion by the Board proposes changes in organizational direction when necessary.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. The Board ensures that there is:				
• consistency between priorities and resource allocation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• sufficient resources for the future	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• sustainability for the organization	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. The organization has a strategic plan that includes vision and goals, and strategies to achieve vision. The plan also includes commentary on financing, monitoring progress and evaluating performance, general timeframe, and assignments of accountability.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Board operations

	Yes	Needs Improvement	No	Don't Know
a. Board members understand the organization’s values, mission, and vision, and behave accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The Board understands that corporate governance is a collective act and only happens when the Board is together, hence the stringent requirement for Board member attendance, preparation, and participation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Board officers – including the Board Chair – understand that they have no more authority than any other Board member, and behave accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Board members understand that conversation is a core business practice and foster group dialogue, diverse opinions, candor, and participation by all.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. The Board is comfortable with questioning, disagreement, and conflict – understanding that this produces new thinking and learning.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Policies define scope of authority and limitations in various areas, for example: <ul style="list-style-type: none"> • role of the Board of Governors • performance expectations of the individual as a Board member • role of officers • committee roles and operations • conflict of interest / code of conduct • chief executive officer (CEO) 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. The Board holds itself, its officers, committees, and individual members accountable to honor commitments, and respect limitations of authority.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. Communication regarding Board business is appropriately frequent, timely, and informative.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. Staff appropriately enables the Board, its committees and members to fulfill governance obligations and avoid management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j. The Board distinguishes between management and governance and discusses and resolves any such conflicts in partnership with the CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
k. The Board doesn’t allow any single entity – e.g., an executive committee – to limit the Board’s authority.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
l. Board members know the difference between Board membership and working as a volunteer within the organization, and behave accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
m. Each individual member contributes to effective group performance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Board / CEO Relations

a. Board understands and respects its equal partnership with the CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Board has a process to assess the CEO and does so annually.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Board recognizes that the CEO serves as the organization’s spokesperson.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. The Board has an appropriate level of involvement in CEO succession.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. The Board holds the CEO accountable to serve as the primary resource for understanding and promoting good governance, and effectively enabling the Board to fulfill its governance obligations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Board meetings

	Yes	Needs Improvement	No	Don't Know
a. Board meetings are well organized, focusing on priority issues and handling routine matters quickly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The Board engages in substantive strategic conversation and decision-making at meetings, rather than focusing on reports.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Board meetings occur on a regular schedule – and frequently enough – to ensure group cohesion, continuity, and strategic conversation that produce learning.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Board members receive relevant information for advance review in order to come to meetings prepared to think and talk strategically.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Board members share accountability for group process and help intervene if inappropriate behavior disrupts work at Board meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. At least 2/3 of the seated Board members attend each Board meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Board members are well prepared for each meeting, focus on strategic issues, and contribute meaningful questions and comments to Board dialogue.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. The Board chair facilitates candid dialogue and manages group process.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. Concise, accurate minutes are distributed in a timely fashion after each meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Committee or task force operations

a. The Board understands the distinction between governance committees – which report to the Board and help the Board do its work – and management committees, which are established by and report to the CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The strategic plan and organizational issues and priorities guide committee and task force work.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Responsibilities of committees/task forces are clearly articulated.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. A Board member chairs all governance committees and task forces.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Board members and non-Board members serve on committees and task forces, including those that focus on governance, e.g., finance, audit, board development, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Committees / task forces engage the Board in strategic dialogue and decision-making instead of merely making recommendations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Chairs of committee / task force provide appropriate leadership by: <ul style="list-style-type: none"> • facilitating active participation from all members • monitoring activity through regular contact with members 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. The Board chair provides appropriate leadership to committee / task force chairs by: <ul style="list-style-type: none"> • presenting roles and limitations in partnership with the chief executive • monitoring activity through regular contact with chairs 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. The Board decides whether an executive committee (or some other similar committee) adds sufficient value to compensate for potential disempowerment of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Evaluation of the Board

	Yes	Needs Improvement	No	Don't Know
a. The Board regularly assesses its own performance and makes improvements as needed, e.g.:				
• The Board chair, CEO, and Governance Committee monitor the Board's processes both inside and outside of meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• The Board and its leadership – staff, officers, and Governance Committee – stay current on governance standards promulgated by various sources, as well as legal and regulatory demands.				
b. Relationships between Board, staff, and committees are clearly articulated and evaluated regularly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. The Board's Governance Committee discusses attendance and performance with Board members who are absent or inactive – with the goal of enhancing performance, enhancing attrition, or thanking and releasing.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Board members are aware of activities and trends relevant to the organization (and beyond the organization's particular focus) and use this information to inform Board deliberations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. New leadership regularly emerges from the Board and its committees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. The Board recognizes when change is necessary and stimulates it.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. The Board is sufficiently strong that meeting absence and/or resignation of any single Board member or officer has no impact on effectiveness.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. Leadership succession is assured for officers and committee chairs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10. Philanthropy and fund development

a. The organization operates its philanthropy fund development program:				
• in accordance with the body of knowledge and best practice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• with a strong culture of philanthropy at the Board and staff levels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• in a donor-centered manner, increasing loyalty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. The Board understands the organization's fund development strategy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. A clear policy defines the individual Board member's responsibility in philanthropy and fund development, and non-adherence to this policy is addressed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Each Board member understands his/her role in:				
• identifying and cultivating donors and prospective donors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• giving an annual financial gift to the best of personal ability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• helping to raise funds through diverse means	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. A Board committee, partnering with staff, provides strategic leadership in fund development.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Board ensures the organization fulfills its accountability and reporting requirements to regulators and donors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Board evaluates fund development through strategic dialogue about qualitative and quantitative metrics.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

➤ **Write any comments on the back. Please return by the due date on the front page. Thank.**

Providing your name is optional. _____



Guilt-Free Board Members

Most board members mean well, but they are busy people and typically over-promise what they can deliver. Most trustees feel guilty that they are not doing enough. You can make them “guilt-free” by spelling out clear expectations for them on a monthly, bi-monthly, or quarterly basis.

Adapt the Guilt-Free Board Member checklist below as you see fit.

What does our charter school expect from you as a board member in 2015?

Use this checklist, and you'll be guilt-free!

Governor

- Attend ten board meetings a year.
Dates remaining include: _____
- Attend the annual meeting and board retreat scheduled for _____
- Come to board meetings having read the packet ahead of time. Board meetings should focus on discussing substantive issues instead of reporting and will be relying on you to read the packet ahead of time.

Consultant

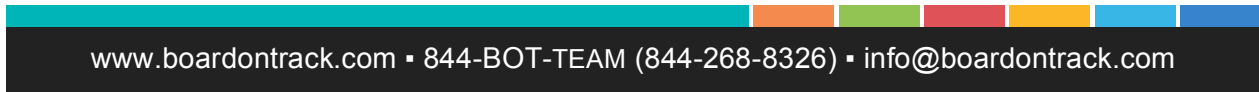
- Actively serve on a board committee, using your talents and expertise and/or
- Complete a specific project(s) using your expertise.

Sponsor

- Make an annual cash contribution to the best of your ability, at a level you consider generous.
- Assist with fundraising by completing a quarterly sponsor tasks. This quarter's sponsor task is to complete one of the following by March 1, 2015.
 - Donate (or encourage a friend) to donate an item for the auction (see attached wish list.)
 - Secure a sponsor for friend/fundraising events (see list of dates and dollar amounts.)
 - Send personal Annual Fund notes to ten people (or businesses).

Ambassador

- Help our organization reach out to new and diverse audiences by completing a quarterly ambassador task. This quarter's ambassador task is to:
 - Attend and bring five people to the March 1st friend-raising event.





Developing Board Goals

Every charter school board should have a clear set of board-level goals that articulate how the board will add value to the organization on an annual basis.

These goals should be well aligned with the CEO's goals—complementing the work of the CEO and the staff of the organization, not duplicating.

If done correctly the creation of board goals will clearly articulate the governance responsibilities in key areas as distinct from the key management responsibilities.

Attached you will find:

1. A goals template
2. The goals template completed for the key areas of governance, finance, development and academic excellence.

Best practice tips:

- **Overarching long-term goal** – at a minimum the board should create a set of annual goals. Most organizations do find it helpful to also sketch a longer-term goal that serves as a backdrop for the annual goals. The long-term goal helps answer the question, “If we do all this hard work as a board/or a committee this year, what is it ultimately building towards?” Having a long-term goal as a backdrop can help bring focus to the annual priorities.
- **Board Goals** – in BoardOnTrack lexicon each committee sets goals and collectively these committee goals equal the board's goals.
- **CEO Goals** – The CEO should create their own goals – the committees or the full board should not do this for them. The CEO should seek committee input on their goals, work to calibrate their work with that of the committee, and ultimately the CEO should have the board approve their goals annually.
- **Goals should be S.M.A.R.T (see below)**



Writing Smart Goals

Specific

A well-written goal is clear and specific, not general and vague. It describes specifically what is to be achieved and is not open to guesswork. It states simply and clearly what is to be attained, how much and by when. A good goal indicates the results to be achieved, not a set of activities to engage in.

Measurable

A well-written goal specifies criteria for evaluating its accomplishment (quantity, quality, timeliness, impact on others, etc.). The organization can judge their progress toward goal attainment through the measures.

Achievable

A well-written goal is attainable, and at the same time, challenging and aggressive. A goal should be realistic, but should also provide a stretch for the organization.

Results-focused

A well-written goal must focus on results to be achieved. The organization must be able to see that attainment of the goal has a positive impact on the organizational development. The goal must address productivity, quality, and customer service or team effectiveness.

Time-framed

A well written goal specifies the time frames in which it is to be achieved, as well as benchmarks along the way that indicate progress toward achieving the results.



Board Goals Template

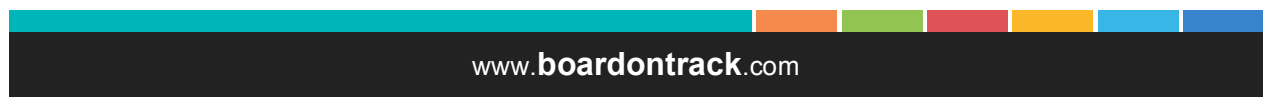
Overarching Long-term goal (3 years)

Board Annual Goal

CEO Annual Goal

Board Committee Action Plan Goal #1:	
Key Actions	Due Date
1.	
2.	
3.	
4.	
5.	

Board Committee Action Plan Goal #2:	
Key Actions	Due Date
1.	
2.	
3.	
4.	
5.	





SAMPLE BOARD GOALS

DEVELOPMENT Committee

Overarching 3-Year Goal:

By June 2018 the organization will have developed strong fundraising capabilities as evidenced by a diversified funding base and sustainable fundraising systems.

Board Annual Development Goals

By June 2015

1. There will be 100% board giving to the best of personal ability – totaling a minimum of \$10,000.
2. In partnership with the CEO, create a strategic 3-year fund development plan.
3. Board members will raise \$50,000 from corporations.
4. Board members will raise \$30,000 from individuals.
5. Board members will Identify and begin to cultivate a minimum of 15 \$1,000 + individuals.

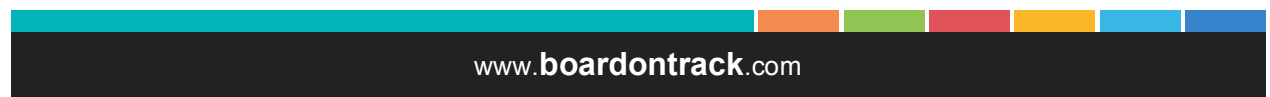
CEO Annual Development Goals

1. Draft a strategic 3-year fund development plan, for discussion with the development committee, and approval by the full board by January 2015.
2. By June 2015, raise \$150,000 from corporations.
3. By June 2015, raise \$75,000 from individuals.
4. By June 2015 Identify and begin cultivation of 20 \$1,000 + individuals.

DEVELOPMENT Committee Action Plan

Action Plan Goal #1: There will be 100% board giving to the best of personal ability – totaling a minimum of \$10,000

Key Actions	Due Date
1. Create and get board approval of a board giving policy	September 2014
2. Meet with each trustee to confirm their personal development plan for the year	October 2014
3. Develop a mechanism to report out % towards total at each board meeting	October 2014
4. Achieve 100% board participation	June 2015





SAMPLE BOARD GOALS

FINANCE Committee

Overarching 3-Year Goals

By June 2018 the board, with leadership from the finance committee will:

- Responsibly manage and maximize the benefits of available state funding
- Develop & implement cash management, budgeting and capital reserve policies
- Shift to a multi-scenario, long horizon budget planning process.
- Provide sufficient financial resources to establish/maintain regionally competitive staff salaries

Board Annual Finance Goals

1. By October 2014, have established a board approved budgeting process that will include a process to create a multi-year budget.
2. By January 2015 partner with the CEO to have a board approved revised salary scale for the school.
3. Review and approve an annual budget no later than March 2015.

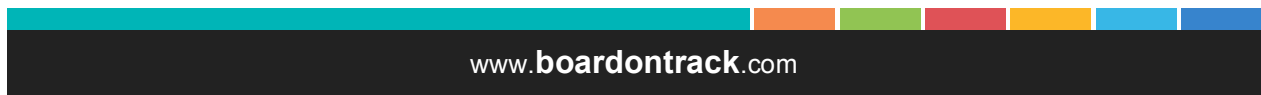
CEO Annual Finance Goals

1. By January 2015, develop and present a preliminary budget to the finance committee by.
2. By December 2014, present revised cash management, budgeting and capital reserve policies to the finance committee
3. By December 2014 research and present regional salary findings to the finance committee

FINANCE Committee Action Plan

Action Plan Goal #1: By October 2014, have established a board approved budgeting process that will include a process to create a multi-year budget.

Key Actions	Due Date
1. Create a draft of a 8 month budgeting process	September 2014
2. Discuss draft in committee	September 2014
3. Present committee recommendation to the board	October 2014





SAMPLE BOARD GOALS

GOVERNANCE Committee

Overarching 3-Year Goals:

By June 2018 have a sustainable governing board of 11-15 diverse trustees who bring the needed skills to the board to ensure effective governance.

Develop enough bench strength so that the board can create and sustain a succession planning process for officers, committee chairs and trustees.

Board Annual Governance Goals

1. Expand the board by 2 trustees by December 2014 and by an additional 2 trustees by May 2015 with the prioritized skills of human resources, fundraising and finance.
2. Add at least one non board member to each committee by January 2015.
3. By January 2015 have board approved written job descriptions for each officer position and each committee.

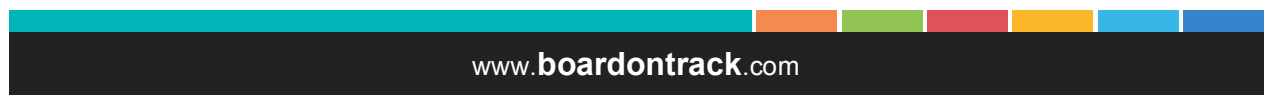
CEO Annual Governance Goals

1. Assist the board in finding, recruiting, screening and selecting new trustees
2. Insure that the CEO and/or an appropriate senior team member staff each board committee
3. Participate in 2 professional development opportunities around governance this year.

GOVERNANCE Committee Action Plan

Action Plan Goal #1: Expand the board by 2 trustees by December 2014 and by an additional 2 trustees by May 2015 with the prioritized skills of human resources, fundraising and finance.

Key Actions	Due Date
1. Solicit input from trustees and develop a screening action plan	September 2014
2. Create a written screening process/nominating process	September 2014
3. Begin screening identified candidates	October 2015





SAMPLE BOARD GOALS

ACADEMIC EXCELLENCE Committee

Overarching 3-Year Goals:

Conduct effective oversight of the academic program and ensure that all trustees understand where the organization is on its path to closing the achievement gap.

Board Annual Academic Excellence Goals

In partnership with the CEO:

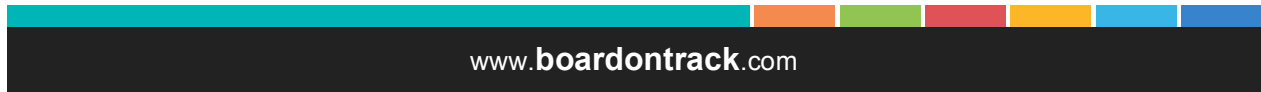
1. Create a shared definition of academic excellence for our school
2. Create a consistent way for the board to monitor progress toward academic goals and academic measures in the accountability plan
3. Determine consistent ways to educate the board on progress towards stated outcomes

CEO Annual Academic Excellence Goals

1. Exceed all the metrics outlined in the school's accountability plan

ACADEMIC EXCELLENCE Committee Action Plan

Action Plan Goal #1:	
Key Actions	Due Date
1. Work with CEO to share simplified chart version of the accountability plan with the board. Include columns of what the metrics are and when they will be reported out to the board.	September 2014
2. Clarify with CEO what are the stretch goals for this year academically. Report these to the board.	September 2014
3. Partner with the CEO to determine the best format to share state test score data results with the full board.	October 2014



Coversheet

Discussion Regarding the Development of the AIMS Board Goals

Section: II. Non-Action Items
Item: B. Discussion Regarding the Development of the AIMS Board Goals
Purpose: Discuss
Submitted by:
Related Material: 2017-2018 Board Goals Draft.docx
Long _ Short Term Goals worksheet.docx
2017-2018 Board Goals - Cook Edits.docx



Board Goals

2017-2018

The American Indian Model School strives to continuously to make improvements in all aspects of its operation. Beginning with the School Board, progressive steps of improvement are intentionally made and evaluated in order to exemplify how a continuous improvement process takes place. Toward that end, the Board meets annually to review its goals, develop new goals, and plan for the following year. As such the goals for the 2017-2018 School Year are listed below.

1. Board Leadership

The AIMS Board will:

- participate in annual professional development to enhance effective and efficient Board governance.
- participate in ongoing review and development of pertinent policies and protocols leading to effective Board documents, development, and maintenance of approved procedures.
- conduct at least one retreat for the entire board and superintendent each year.
- involve community members, business leaders, parents, and students (secondary) in the development of the board's vision and strategic plan.
- develop and monitor standards for student and system performance in its organization.

2. Staff Loyalty and Retention – Making School a Great Place to Work

The AIMS Board will:

- continue to implement progressive plans for recruiting, hiring, and career progression for highly qualified personnel.
- require all teachers to frequently assess students' academic growth to constantly inform their instruction.
- recruit, retain, and empower excellent teachers who are adept at personalizing learning experiences for students.
- hold principals accountable for meaningful school improvement.
- develop professional learning communities in all schools.
- support leadership development for aspiring, new, and veteran school leaders.
- partner with higher education institutions to ensure that teacher candidates are of the highest quality and aligned with district needs.

3. Fund Development

The AIMS Board will:

- assure that the reserves mandated by Oakland Unified School District are maintained at all times.
- make an annual financial investment in the organization.
- develop a strategic plan and include a component with a specific articulated direction for funds development.
- expand its revenue model to include activities that go beyond ADA revenue.
- investigate the possibility of procuring a funds development director.
- continue to develop and implement short and long-term Capital Improvement program for general operating-funded work.

4. Facilities

The AIMS Board will:

- provide regular updates on procuring a permanent high school facility.
- receive a facilities update by the facilities committee at each Board Meeting.
- make sure that all facilities are safe, well maintained, and provide for the developmental needs of all students.



Board Goals

2017-2018

The American Indian Model School strives to continuously make improvements in all aspects of its operation. Beginning with the School Board, progressive steps of improvement are intentionally made and evaluated in order to exemplify how a continuous improvement process takes place. Toward that end, the Board meets annually to review its goals, develop new goals, and plan for the following year. As such, the goals for the 2017-2018 School Year are listed below.

1. Board Leadership

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- Participate in annual professional development to enhance effective and efficient Board governance.
- Participate in ongoing review and development of pertinent policies and protocols leading to effective Board documents, development, and maintenance of approved procedures.
- Conduct at least one retreat for the entire board and superintendent each year.
- Involve community members, business leaders, parents, and students (secondary) in the development of the board's vision and strategic plan.
- Develop and monitor standards for student and system performance in its organization.

2. Personnel –

Insure that policies and procedures that underscore the importance of faculty/staff retention are created and implemented in a fair and equitable manner

We need an EEO statement

3. Academic

Insures that policies and procedures that promote student success are created and implemented in a fair and equitable manner.

3. Fiscal Responsibility

The AIMS Board will:

- Assure that the reserves mandated by Oakland Unified School District are maintained at all times.
- Insure that the budget is balanced at the end of each fiscal year
- Develop preventive and responsible procedures to insure that deficit spending does not occur

4. Fund Development

- **Pledge** an annual financial investment in the organization.
- Develop a strategic plan and include a component with a specific, articulated direction for funds development.
- Expand its revenue model to include activities that go beyond ADA revenue.
- Investigate the possibility of procuring a funds development director.

5. Facilities

The AIMS Board will:

- Provide regular updates on procuring a permanent high school facility.
- Receive a facilities update by the facilities committee at each Board Meeting.
- Make sure that all facilities are safe, well maintained, and provide for the developmental needs of all students.
- Continue to develop and implement short and long-term Capital Improvement programs for general operating-funded work.

Staff Loyalty and Retention – Making This School a Great Place to Work

The AIMS Board will:

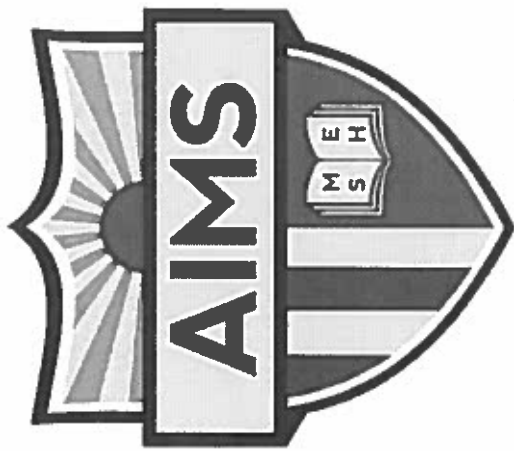
- **Continue to implement progressive plans for recruiting, hiring, and career progression for highly qualified personnel.**
- **Require all teachers to frequently assess students' academic growth to constantly inform their instruction.**
- **Recruit, retain, and empower excellent teachers who are adept at personalizing learning experiences for students.**
- **Hold principals accountable for meaningful school improvement.**
- **Develop professional learning communities in all schools.**
- **Support leadership development for aspiring, new, and veteran school leaders.**
- **Partner with higher education institutions to ensure that teacher candidates are of the highest quality and aligned with district needs.**

The board creates policies and procedures. These are tasks/practices that the board holds the superintendent accountable. For example, the board does not recruit and/or hire qualified personnel; nor does it actually do any of the other tasks that are noted.

Coversheet

Discussion Regarding AIMS Strategic Planning for future Facilities Needs

Section: V. Non-Action Items Continued
Item: A. Discussion Regarding AIMS Strategic Planning for future Facilities
Needs
Purpose: Discuss
Submitted by:
Related Material: 3. Ziegler Presentation.pdf



American Indian
Model Schools
A School at Work!



AD AMERICAN CHARTER
DEVELOPMENT

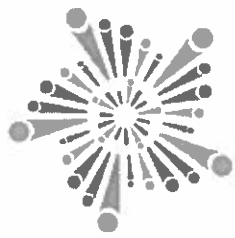


REGIONAL EXPANSION SITE SELECTION SERVICES



- Stratford School: 645 14th Avenue, San Francisco
- Stratford School: 43055 & 43077 Osgood Road, Fremont
- BASIS Independent: 1290 Parkmoor, San Jose
- BASIS Independent: 3300 Kearney Street, Fremont
- SUMMIT Public Schools: 820 San Aleso Avenue, Sunnyvale
- SUMMIT Public Schools: 539 Weddell Drive, Sunnyvale
- SUMMIT Prep: 890 Broadway, Redwood City
- SUMMIT Public Schools: 1012 Linda Vista Avenue, MV

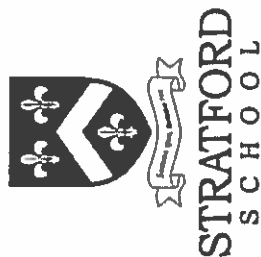
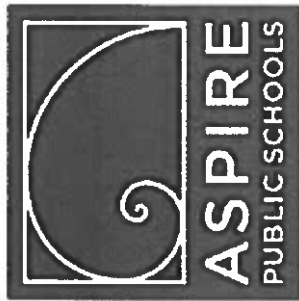
InSite EFS completed schools in SFO



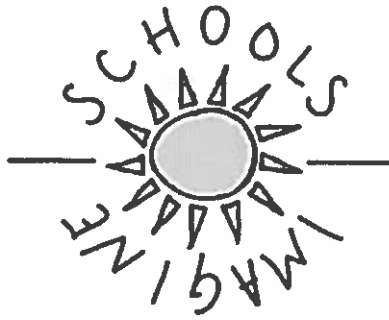
summit
public schools



ALLIANCE
College-Ready Public Schools



FENTON
ACADEMY



Imagine Schools

Partial list of InSite California Clients

SCHOOL FACILITIES

70+

SQUARE FEET

2.8M

STUDENTS SERVED

27K

\$ INVESTED

405M

ACD have completed projects in the following states:

Arizona / California / Colorado / Florida /
Georgia / Idaho / North Carolina / South
Carolina / Texas / Utah



HERE'S - OUR - PROCESS

1 Find your ideal location.

- Search for site
- Perform due diligence
- Purchase site

2 Design and build your permanent facility.

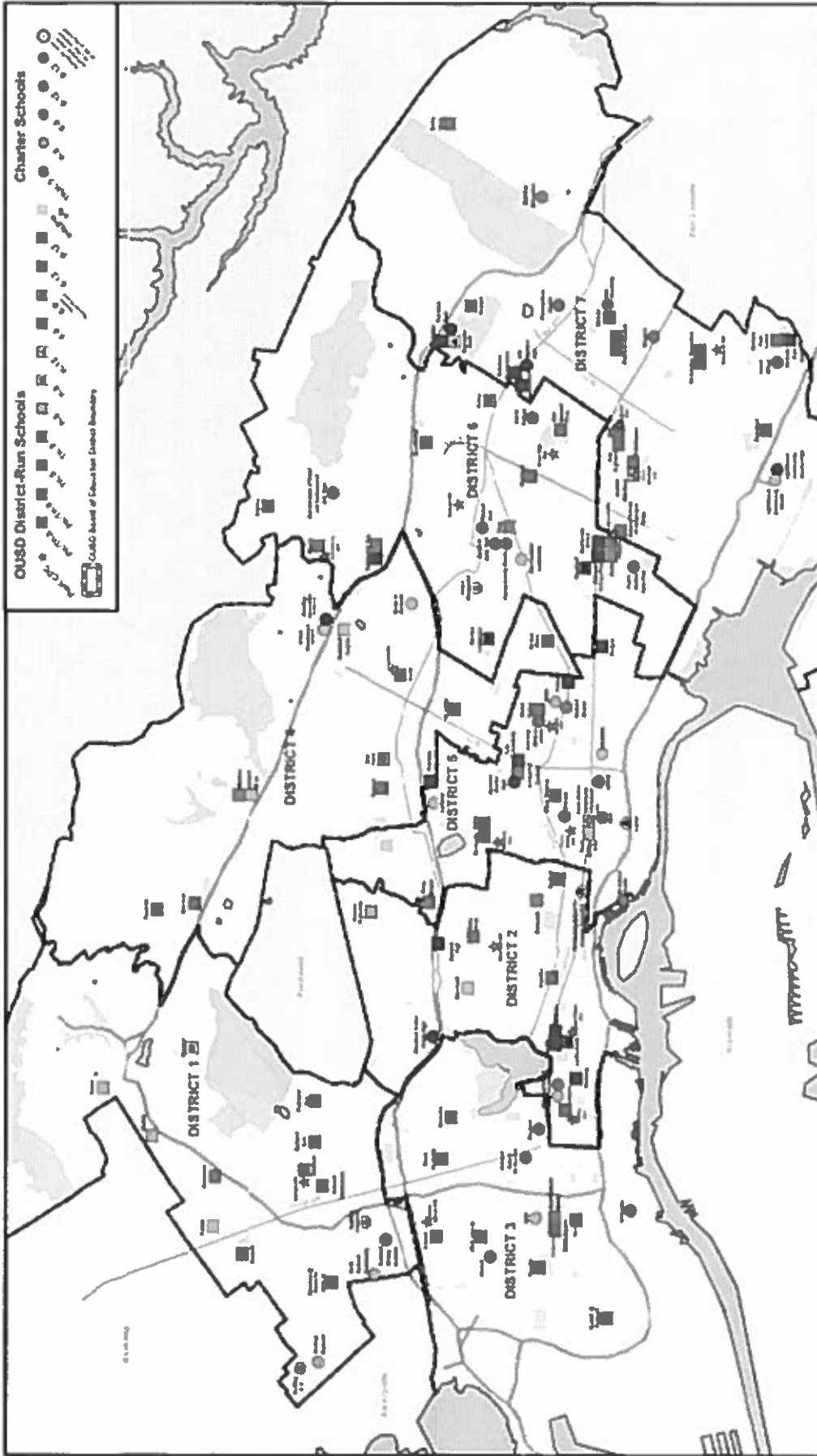
- Draft plans
- Secure permits
- Construction

3 Finance everything and lease it to you, giving you the option to purchase ASAP.

- 100% financing
- FF&E + start-up funding

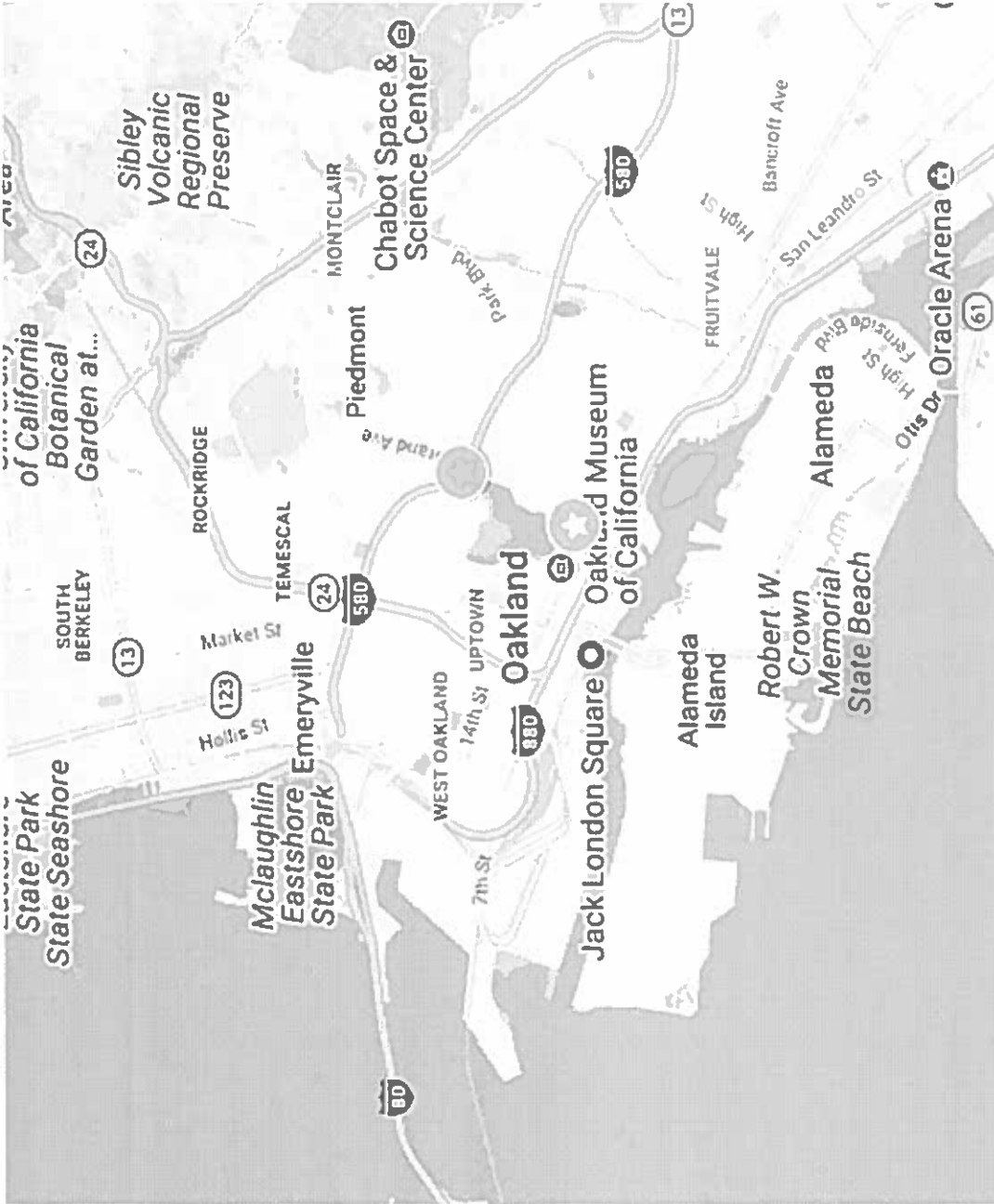
see track record at americad.com/schools





OAKLAND UNIFIED SCHOOL DISTRICT

2017-18 OAKLAND DISTRICT-RUN AND CHARTER SCHOOLS



AMERICAN INDIAN MODEL SCHOOLS

CURRENT LOCATIONS

Our core services outlined below encompass our site selection services. We do a highly detailed site search to locate both on and off-market properties with the objective of striking the balance between meeting the requirements necessary for site development, and finding a location with the highest potential of contributing to the school's success.

Integral to the process of site selection is our traveling to spend time in the field touring properties, meeting with property owners, city agencies, and working closely with ACD. As we work throughout California, travel to our sites search destinations is typical for our team and is scheduled as appropriate.

Communication throughout the site search and acquisition process is vital for all parties involved. In order to keep the dialog flowing, we schedule weekly or bi-weekly calls with our clients to give status updates, receive feedback, and discuss our next steps.

We continuously seek out opportunities through networking with developers, property owners, and professional organizations, and strive to maintain positive relationships on all levels.

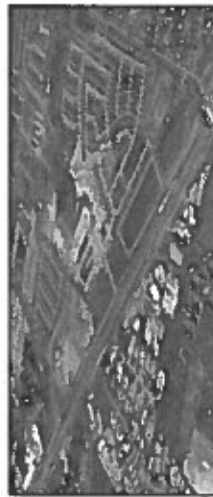
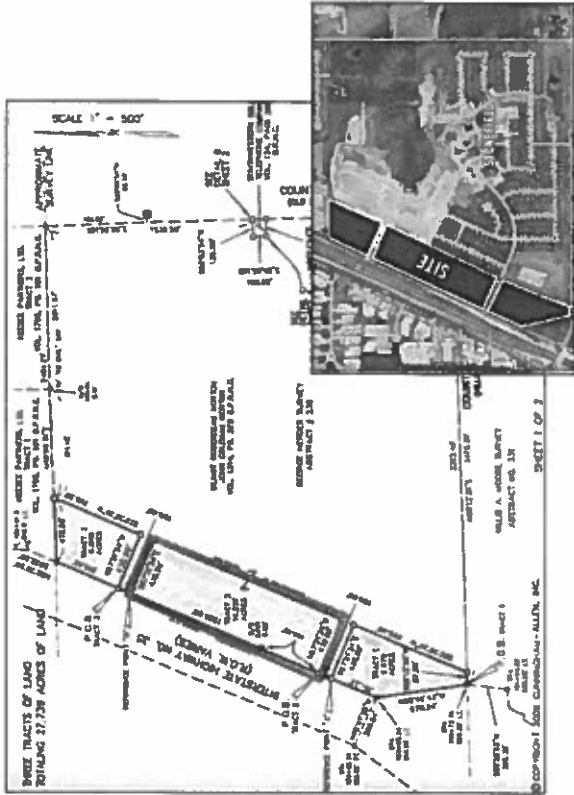
*Project Coordination with ACD
Transaction Negotiation
Demographic Market Analysis
On and Off Market Property Search
Zoning Analysis*

*Smartsheet Property Tracking
Live Data Sharing
Comprehensive Property Reporting
Heat Mapping
Site Ranking*

SITE SELECTION SERVICES

ONE PAGE REPORTING Each property we believe is a strong consideration for the school, we provide a One Page slide that provides detailed information on the property which includes overview of demographics (which can be tailored as needed by the school), pricing, zoning, flood plain, and other necessary information. InSite does not forward broker fliers to the school as the information on broker fliers can be inaccurate and we make sure to confirm all specific details before we send out the information to the school to review as a possible location. This information is also extremely useful to PMSI as it expedites the information they need to fully evaluate a location.

Property Address:	1-35 & Hillside Terrace, Buda, Texas 78610				
On or Off Market	On-Market				
Purchase Price:	\$3,212,767				
Asking Price per SF:	\$4.95/SF				
Size of Land:	14.9 AC				
APN #:	Awaiting Confirmation				
Zoning:	ET1				
Topography:	Level				
Flood Plain:	No				
DEMOGRAPHICS (ESRI)	1 MILE	3 MILE	5 MILE		
Population (2016)	6,492	27,560	57,332		
Population (2021)	8,561	36,157	71,939		
Median HH	\$56,574	\$69,214	\$73,662		
% of HH under \$49,000	42.4%	37.3%	31.8%		
% of HH at \$50 - \$75K	21.3%	19.3%	18.9%		
% on food stamps	8.3%	10.1%	8.0%		
% pop grades PK-2	7.0%	7.6%	7.1%		
% pop grades 6th	1.8%	1.8%	1.8%		
% pop grades PK-2 (2021)	7.0%	7.6%	7.2%		
Comments/Notes:	High visibility along the I-35 frontage road. All utilities are in place, the property is located within the ET1 and would need to be annexed into Buda upon change of use. There is a freeway exit ramp that lets out approximately mid-point along the frontage road which may cause traffic issues.				



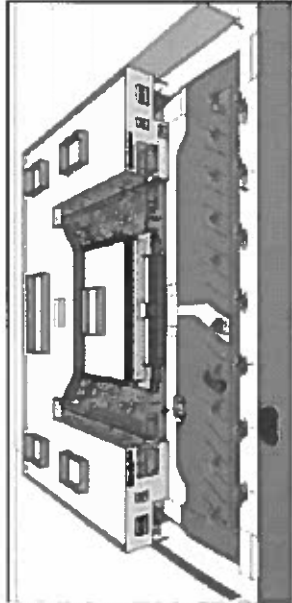
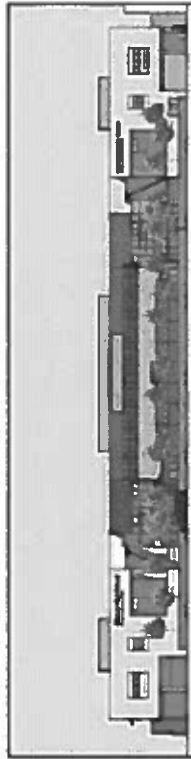
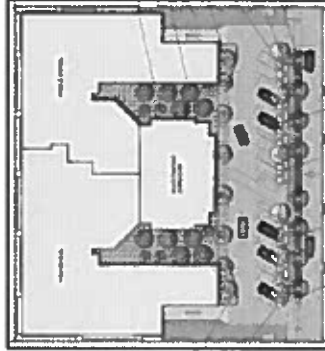
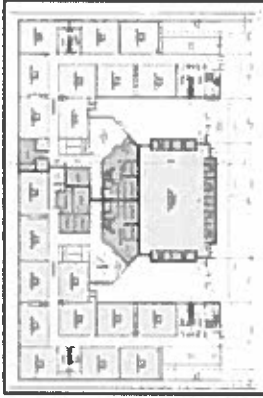
PLUM CREEK 11-I & 11-H, KYLE, TEXAS 78640

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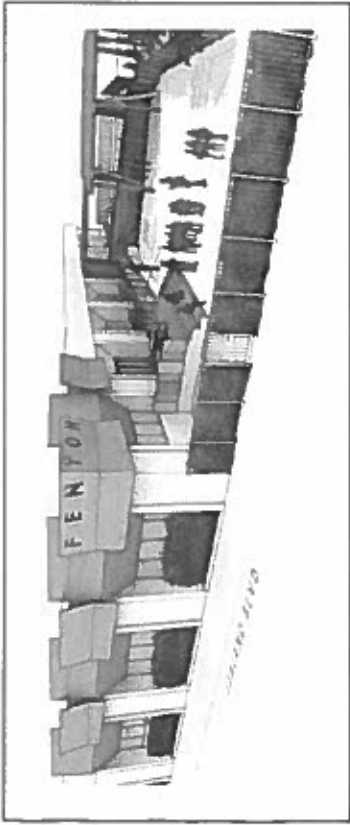
ONE PAGE REPORTING



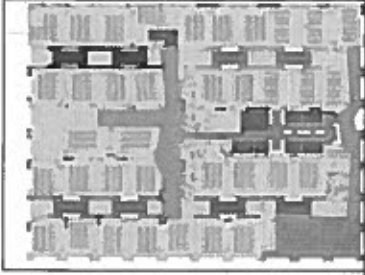
Acquisition and Ground up construction
1.50 acres
RA City - CUP
\$ 2,520,000 - PP
\$ 1,800,000 - Soft Cost
\$ 17,270,000 - Hard Cost (\$262/SF)
\$23,886,000 Total PC
65,865 SF building, 118 parking stalls
42 classrooms
Underground parking
1050 student middle/high school



CASE STUDY I

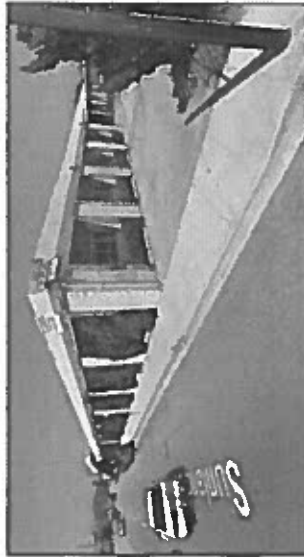


Converted 50K SF of an 80K SF office building
864 student K-5
C-2 LA By - Right
\$1,800,000 - Soft Cost
\$6,300,000 (\$126/SF) - Hard Cost T1



30K SF office with 2-story parking above

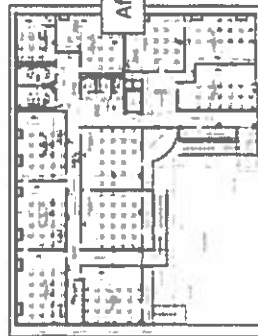
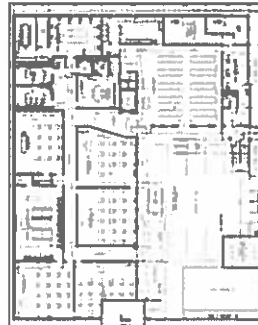
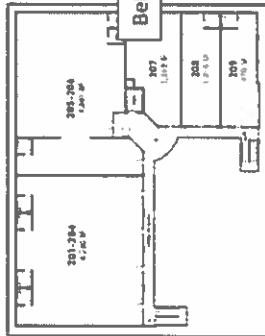
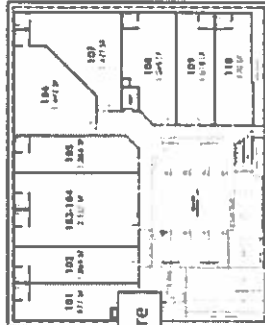
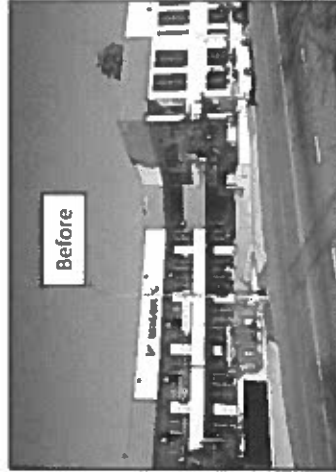
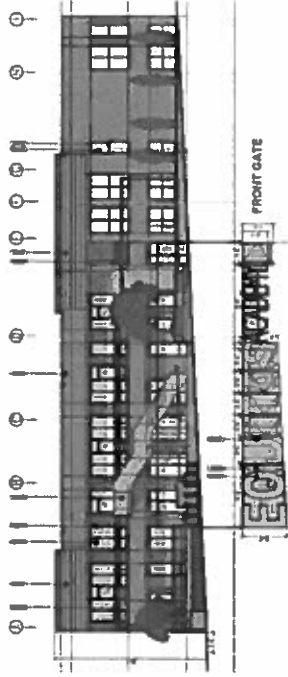
Subject Property 50K SF Office



CASE STUDY 2



.41 Acres
 [Q]C2 LA City
 Former commercial center
 \$4,300,000 -PP
 \$1,500,000 -Soft Cost
 \$2,800,000 -Hard Cost
 24k SF building
 16 classrooms
 450 student primary school (k-8)



CASE STUDY 3

ON-MARKET & OFF-MARKET PROPERTY SEARCH InSite not only provides an exhaustive search of on-market properties to consider but we also complete an extensive off-market property search. If our client is looking for 10 acres we review what is available on-market but we also search off-market sites that may be a consideration, and then cold call and mail letters to the property owner to find out if they will consider selling a property. We have had great success in locating off-market opportunities for our clients. We have software that allows us to identify properties in a specific size range and provides owner contact information and sales data.

HEAT MAPS We can provide to the school heat maps to identify areas that meet the schools target demographics. These heatmaps can be built with a single demographic in mind, such as income, or we can combine demographics such as income/overall population/population in specific grades and many others.

SMARTSHEET We use Smartsheet to track all on-market and off-market opportunities. Our clients have access to Smartsheets to access or review the information we are providing. Within Smartsheets add in attachments, notes, property info specifics and contact info.

SITE SELECTION SERVICES

Coversheet

Discussion Regarding AIMS Board Structure

Section: V. Non-Action Items Continued
Item: B. Discussion Regarding AIMS Board Structure
Purpose: Discuss

Submitted by:

Related Material:

LTR J Schickman re CSFGP 021717 (KR).pdf

Letter From YM_C re CMO.pdf

DOCS--1670268-v1--Representing CMOs Presentation to CCSA Attorney Network (1).PPT

Email from MWC re CMO structures.pdf



LAW OFFICES OF YOUNG, MINNEY & CORR, LLP
THE CHARTER LAW FIRM

February 17, 2017

KIMBERLY RODRIGUEZ ESQ.
ASSOCIATE ■ ATTORNEY AT LAW
krodriguez@mycharterlaw.com

ATTORNEY/CLIENT PRIVILEGED &
CONFIDENTIAL COMMUNICATION

Joe Schickman
AMERICAN INDIAN MODEL SCHOOLS
171 12th Street
Oakland, CA 94607

**Re: Charter School Facility Grant Program (SB 740)
Governance Structure Sequence**

Dear Joe:

It is our understanding that American Indian Model Schools (“AIMS”) desires to obtain funding from the Charter School Facility Grant Program (“CSFGP” or “SB 740”) for the lease of a school facility. As such, AIMS is considering the appropriate method of holding legal title to the property and a school facility with the goal of allowing AIMS to qualify for rent reimbursement pursuant to CSFGP.

Charter School Facility Grant Program

The CSFGP provides that eligible schools are entitled to receive an amount of up to seven hundred fifty dollars (\$750) per unit of average daily attendance, to provide an amount of up to, but not more than, seventy-five (75) percent of the annual facilities rent and lease costs for the charter school. (Ed. Code §47614.5.) The term “eligible charter school” includes:

(A) The charter schoolsite is physically located in the attendance area of a public elementary school in which 55 percent or more of the pupil enrollment is eligible for free or reduced-price meals and the charter schoolsite gives a preference in admissions to pupils who are currently enrolled in that public elementary school and to pupils who reside in the elementary school attendance area where the charter schoolsite is located.

(B) Fifty-five percent or more of the pupil enrollment at the charter schoolsite is eligible for free or reduced-price meals.

SACRAMENTO ■ LOS ANGELES ■ SAN DIEGO ■ WALNUT CREEK
MAIN OFFICE: 655 UNIVERSITY AVENUE, SUITE 150, SACRAMENTO, CA 95825 ■ WWW.MYCHARTERLAW.COM

TEL 916.646.1400 ■ FAX 916.646.1300

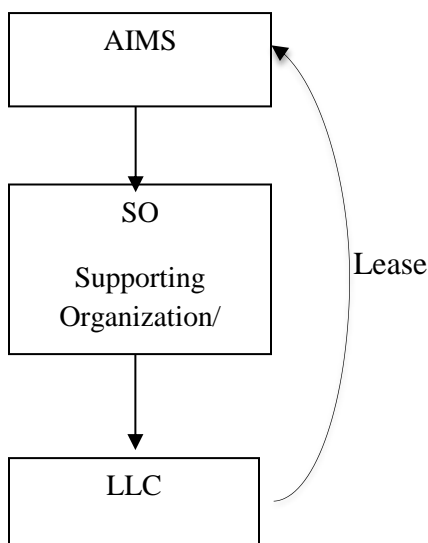
Powered by BoardOnTrack

Joe Schickman
 American Indian Model School
 Re: Charter School Facility Grant Program
 February 17, 2017
 Page 2 of 5

The California Code of Regulations, Title 4, section 10170.4. provides that CSFGP funds may be applied toward a Charter School’s facilities rent or lease costs, including costs associated with facility rents or leases as evidenced by an executed rental or lease agreement, consistent with generally accepted accounting standards for accounting for rent or lease costs, for Charter School facilities. CSFGP funds may not be claimed for any average daily attendance generated by non-classroom based instruction. (Ed. Code §47614.5(e)(1).) Any portion of a lease payment attributable to the purchase of a facility is not an allowable cost under the CSFGP.

Corporate Structure Sequence

As noted, payments towards the purchase of a facility are not allowable costs under the CSFGP. As such, AIMS cannot hold title to property directly and receive SB 740 funding for its mortgage payments. However, if AIMS leases a school facility from another legal entity it can apply for reimbursement of these lease payments, subject to the dollar and percentage limits defined in Education Code section 47614.5. To achieve this result, an IRC 501(c)(3), 509(a)(3) supporting organization (“SO”) would be created and would serve as the single member/manager of a Limited Liability Company (“LLC”) that would purchase the new facility. AIMS would lease the new school buildings from the LLC. The following is a chart of the proposed governance structure:



As further noted below, AIMS will be able to indirectly control the SO who will be able to directly control the LLC; while AIMS will not own the buildings it will ensure that the buildings are dedicated to the use of AIMS.



Joe Schickman
 American Indian Model School
 Re: Charter School Facility Grant Program
 February 17, 2017
 Page 3 of 5

Corporate Entities:

Supporting Organization

As a supporting organization, AIMS would control the SO by its power to nominate, appoint, and remove the Board of Directors of the SO. The purpose of the SO will be “to operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of American Indian Model Schools.”

Please note that while we don’t anticipate that the SO will create any liabilities in its operation, the control that AIMS has over the SO could result in liability to AIMS if the appropriate corporate formalities are not followed by AIMS. The alter-ego doctrine is equitable in nature and is applied when it is determined that a corporation has come under the control of a person to further his or her own interests. In applying the alter-ego doctrine courts will determine whether there is such unity of interest and ownership that the separate personalities of the entities no longer exist. (*Automotriz del Golfo de Cal. v. Resnick* (1957) 47 Cal.2d 792, 796) As such, in an effort to reduce the potential for the applicability of the alter-ego doctrine, the SO should follow the requisite corporate formalities, such as holding regular board meetings and maintaining adequate corporate records and the separate existence of SO should be respected by AIMS to the greatest extent possible.

In addition to serving as the single member/manager of the LLC (a separate legal entity from the SO and AIMS), the SO could also serve as a fundraising arm of AIMS. If substantial fundraising will be conducted it is recommended that this be done through a separate SO to protect these assets from the liability of AIMS. Many charter schools and their granting agencies experience misunderstandings as to which entity owns the assets purchased by the charter school. In those cases where a charter school has been closed, the charter granting agency often argues that it should be given the assets of the charter school. However, if the charter school’s supporting organization has purchased the assets, the assets clearly belong to the supporting organization and not the charter school and are therefore not available to satisfy the debts and obligations of the charter school’s operations. If the charter is revoked or non-renewed, the assets are insulated from the liabilities of the charter school.

The following must be done to create and obtain recognition of tax-exemption for the SO:

- 1) Articles of Incorporation must be prepared and filed with the California Secretary of State (“SOS”). The Secretary of State charges a \$30.00 filing fee and a \$15.00 counter fee for documents filed in person. The SOS takes approximately two weeks to process Articles of Incorporation filed in person through regular processing. If the Articles of Incorporation must be filed sooner than two weeks, the Articles of Incorporation can be filed on an expedited basis. The SOS charges a \$350.00 filing fee for processing documents with a 24 hour turnaround time.
- 2) A Statement of Information must be filed within 90 days of incorporation of the SO listing the names of the officers, corporate address and Agent for Service of Process. We



Joe Schickman
 American Indian Model School
 Re: Charter School Facility Grant Program
 February 17, 2017
 Page 4 of 5

estimate that it will take approximately 30 minutes of legal time to prepare the Statement of Information. The SOS charges a \$20.00 filing fee to file this document. The SO can also prepare and submit this document online.

- 3) Bylaws must be prepared and adopted by the SO. The bylaws for the SO provide that the Board of AIMS has the right to nominate, appoint, and remove (with or without cause) the Board members of the SO and that the bylaws of the SO cannot be amended without the approval of the AIMS Board.
- 4) AIMS will appoint the initial Board members; the Board must hold an initial meeting and adopt bylaws, establish a bank account, retain legal counsel and take other initial actions.
- 5) The Form 1023 Application for Recognition of Exemption ("Form 1023") must be prepared and submitted to the Internal Revenue Service ("IRS"). We estimate that it will take between 15-20 hours of legal time to prepare the Form 1023. The IRS charges an \$850.00 filing fee to file the Form 1023.
- 6) The Application for State Tax Exemption ("Form 3500A") must be prepared and submitted to the Franchise Tax Board ("FTB"). We estimate that it will take between 1-3 hours of legal time to prepare the Form 3500A. The FTB does not charge a fee for filing the Form 3500A.

Limited Liability Company

The SO will then create a limited liability company ("LLC") and will serve as the single member/manager of a LLC (essentially owner/manager). As the single member/manager of the LLC, the SO will manage the business and affairs of the LLC. The following must be done to create the LLC:

- 1) Articles of Organization must be prepared and filed with the SOS. We estimate that it will take between 1-3 hours of legal time to prepare the Articles of Organization. The Secretary of State charges a \$70.00 filing fee and a \$15.00 counter fee for documents filed in person. The SOS takes approximately two weeks to process Articles of Organization filed in person through regular processing. If the Articles of Organization must be filed sooner than two weeks, the Articles of Organization can be filed on an expedited AIMS. The SOS charges a \$350.00 filing fee for processing documents with a 24 hour turnaround time.
- 2) A Statement of Information must be filed within 90 days of filing the Articles of Organization listing the names of the CEO, if any, manager, LLC address, Agent for Service of Process and purpose of LLC. We estimate that it will take approximately 30 minutes of legal time to prepare the Statement of Information. The SOS charges a \$20.00 filing fee to file this document.



Joe Schickman
American Indian Model School
Re: Charter School Facility Grant Program
February 17, 2017
Page 5 of 5

- 3) An Operating Agreement must be prepared and adopted by the LLC. We estimate that it will take between 5- 10 hours of legal time to prepare the Operating Agreement.

Conclusion

AIMS should carefully consider the creation of a supporting organization and limited liability company as the existence of these legal entities will result in additional legal and administrative burdens. Additionally, if a lender is involved with any facilities purchase the lender will need to approve the type of organization that will be the borrower. To prevent last minute structural changes the proposed corporate structure should be presented to the lender for review and approval. Please note that while the proposed corporate model is intended to maximize the ability of AIMS to obtain CSFGP funding, this model has not been closely scrutinized by the California School Finance Authority, the entity that is responsible for administering SB740. Additionally, we strongly recommend that you consult with a tax attorney to discuss the potential tax consequences of any proposed corporate structure.

I hope this discussion adequately addresses your concerns. If you should have any further questions regarding this matter, please feel free to contact me at (916) 646-1400.

Sincerely,

**LAW OFFICES OF
YOUNG, MINNEY & CORR, LLP**



Kimberly Rodriguez
ATTORNEY AT LAW





Joe Schickman <joe.schickman@aimschools.org>

Charter School Facility Grant Program-Corporate Structure

1 message

Kimberly Rodriguez <krodriguez@mycharterlaw.com>
To: "joe.schickman@aimschools.org" <joe.schickman@aimschools.org>

Fri, Feb 17, 2017 at 3:57 PM

Hello Joe,

Attached please find the correspondence that we discussed which outlines the corporate structure that has been used for purpose of obtaining reimbursement through the Charter School Facility Grant Program. As we discussed, if AIMS currently holds title to the property at issue it will be difficult, if not impossible, for AIMS to transfer title to the property without creating a gift of public funds. Additionally, such a transfer may result in allegations of a misappropriation of public assets. As such, we do not recommend that property be transferred from AIMS to another legal entity. Let me know if you have any questions.

Thank you,

Kimberly Rodriguez

Attorney at Law | Los Angeles Office



Young, Minney & Corr, LLP
655 University Ave, Suite 150, Sacramento, CA 95825
krodriguez@mycharterlaw.com
T: 916.646.1400 | F: 916.646.1300 | C: 916.468.9850
www.mycharterlaw.com



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LTR J Schickman re CSFGP 021717 (KR).pdf
331K

Representing CMOs: Corporate and Operational Issues

Neal S. Millard of **Musick Peeler**

Gregory V. Moser of
Procopio, Cory Hargreaves & Savitch, LLP

CCSA Attorneys Network Meeting

March 2013

CORPORATION



SCHOOL #1



SCHOOL #2



SCHOOL #3

MODEL

(Green Dot, Aspire)

Description

- ✧ About 20 schools
- ✧ Corporation is a nonprofit corporation
- ✧ Corporation is recognized as a 501(c)(3) organization
- ✧ Each school operates within the Corporation
- ✧ Corporation approves
 - Executive Director
 - Principals and Teachers
 - Growth Plan for each school
 - Audits

MODEL

(Green Dot, Aspire)

Description (continued)

❧ Corporation provides

➤ Funding

➤ Oversight

➤ Back-office work

❧ Day-to-day governance at Corporation level

❧ CMO is the Corporation

MODEL

(Green Dot, Aspire)

Benefits

- ✧ Simple Structure
- ✧ One board in charge of everything
- ✧ Control is through the single Corporation

MODEL

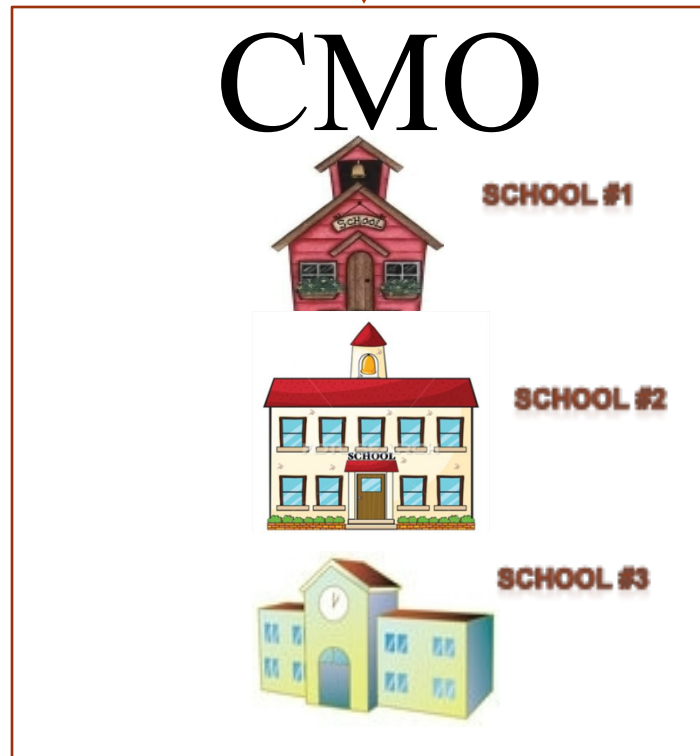
(Green Dot, Aspire)

Detriments

- ❧ No limitation of liability as one school's liability could affect all schools
- ❧ Board tends to be big and unwieldy
- ❧ Financing is difficult
- ❧ No oversight of schools or board which can be submissive to the will of the founder or CEO
- ❧ Funds are not protected and subject to debts and liability of all schools

TWO-TIER MODEL (Value)

Supporting Corporation



TWO-TIER MODEL (Value)

Description

- ✧ About 3 schools
- ✧ Supporting Corporation is a nonprofit corporation
- ✧ Supporting Corporation is recognized as a 501(c)(3) organization
- ✧ CMO is a nonprofit corporation
- ✧ CMO is recognized as a 501(c)(3) organization
- ✧ Each school is operated within the one CMO Corporation
- ✧ Supporting Corporation may be a member of the CMO
- ✧ Supporting Corporation appoints board of directors of the CMO

TWO-TIER MODEL (Value)

Description (continued)

- ❧ Supporting Corporation approves:
 - CMO's executive director
 - Growth plan of each school
 - Audits
- ❧ Supporting Corporation provides:
 - Funding
 - Oversight
- ❧ Back office work done by CMO
- ❧ Day-to-day governance is at CMO level
- ❧ CMO is the CMO

TWO-TIER MODEL (Value)

Benefits

- ❧ Supporting Corporation provides oversight and name recognition
- ❧ Control is through Supporting Corporation's appointment of directors of CMO
- ❧ Supporting Corporation can have big board of influential people
- ❧ Funds at Supporting Corporation level are protected
- ❧ CMO can have a small board, easy to assemble

TWO-TIER MODEL (Value)

Detriments

- Liability of one school could affect all the schools within the CMO
- Separate bookkeeping needed within CMO
- Financing is more difficult

TWO-TIER MODEL: another application

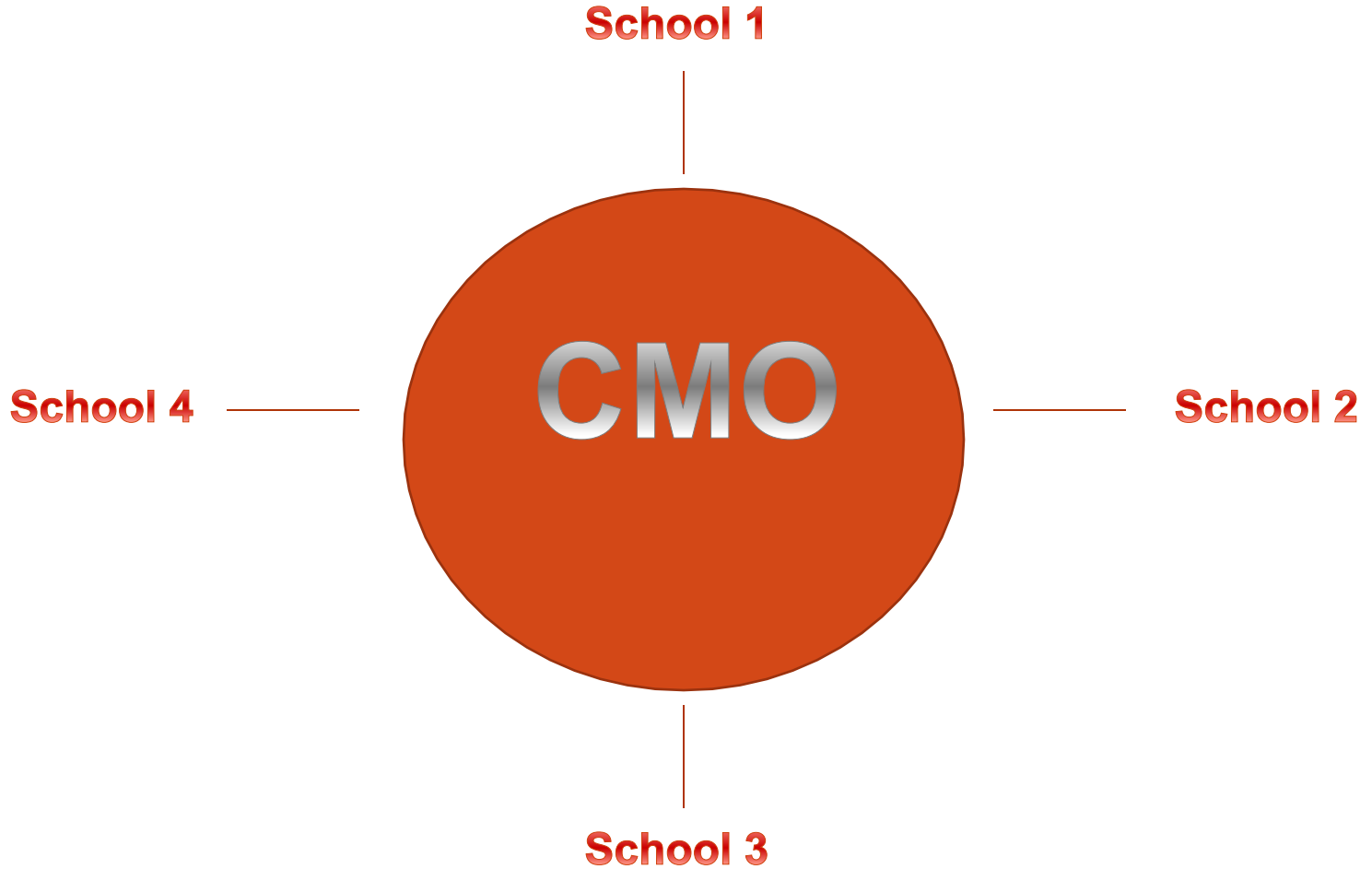
❧ Parent nonprofit corporation can also:

- Hold real estate used by independent study schools
- Contract with schools for back office, purchasing, real estate management and curriculum services

❧ Charters from three authorizers

- Allows coverage of many counties
- Renewals staggered in time for stability

MODEL (Alliance)



MODEL (Alliance)

Description

- ✧ About 22 schools
- ✧ Each school separately incorporated
- ✧ Each school is a nonprofit corporation
- ✧ Each school is recognized as a 501(c)(3) organization
- ✧ CMO is a member of each corporation
- ✧ CMO is a nonprofit corporation
- ✧ CMO is recognized as a 501(c)(3) organization
- ✧ CMO appoints a majority of board of directors of each school

MODEL (Alliance)

Description (continued)

✧ CMO approves:

- Executive Director
- Growth plan for each school
- Audits

✧ CMO provides:

- Funding
- Oversight
- Back-office work

✧ Day-to-day governance is at school level

✧ CMO is the CMO

MODEL (Alliance)

Benefits

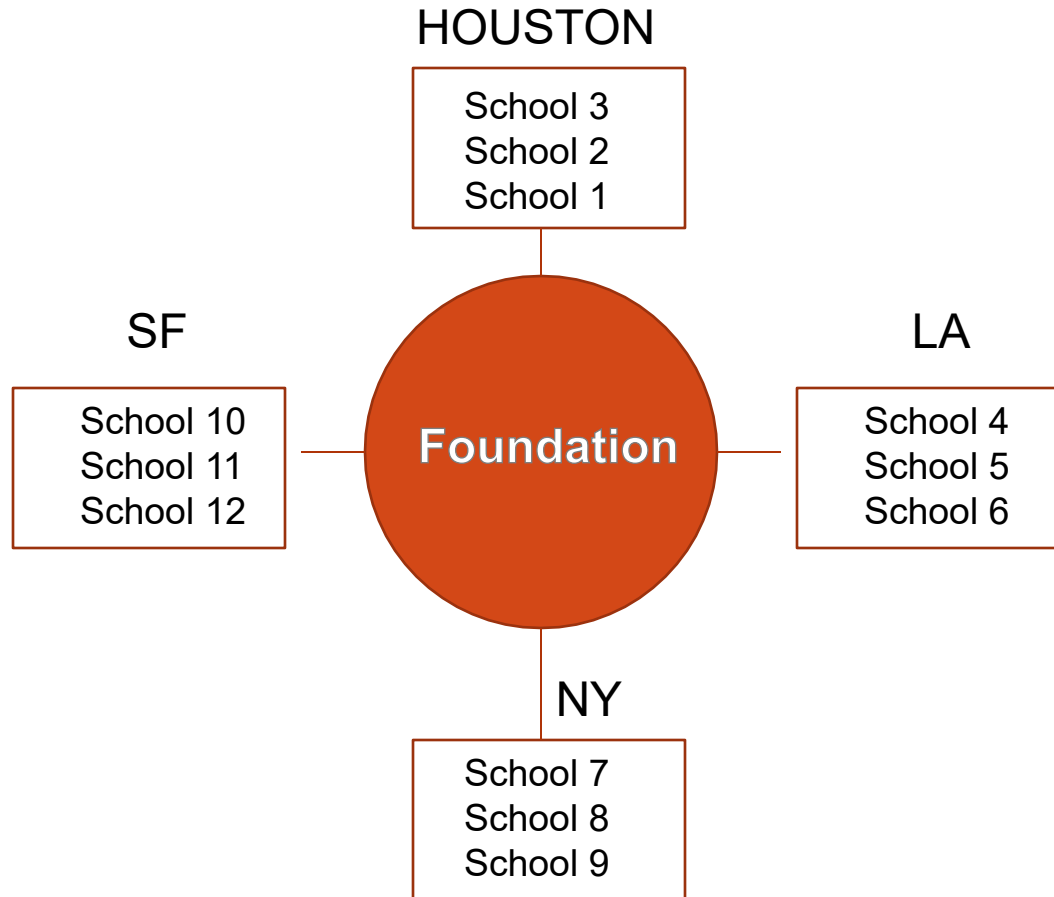
- ✧ Insulation of liability by school
- ✧ CMO provides oversight, name recognition, funding and back-office work
- ✧ Control is through CMO's appointment of a majority of directors of each school
- ✧ CMO can have a big board of influential people
- ✧ Schools have small boards, easy to assemble
- ✧ Financing is easy, on a school-by-school basis

MODEL (Alliance)

Detriments

- ❧ Hard to have so many board meetings if there are members of the various boards in common
- ❧ Each school has to maintain its corporate records

POD MODEL (KIPP)



POD MODEL (KIPP)

Description

- ✧ About 20 regions
- ✧ Foundation is a nonprofit corporation
- ✧ Foundation is recognized as a 501(c)(3) organization
- ✧ Each region is incorporated
- ✧ Each region is a nonprofit corporation
- ✧ Each region is recognized as a 501(c)(3) organization
- ✧ Foundation is the member of each region
- ✧ Foundation appoints each board of directors of each region

POD MODEL (KIPP)

Description (continued)

✧ Foundation approves:

- Each region's executive director
- Growth plan of each region
- Audits

✧ Foundation provides:

- Funding
- Oversight

✧ Back-office work performed by each region

✧ Day-to-day governance at region level

✧ CMO is each region

POD MODEL (KIPP)

Benefits

- ✧ Insulation of liability by region
- ✧ Local laws applied by regions
- ✧ Foundation provides oversight and name recognition
- ✧ Control is through Foundation's membership in each region
- ✧ Foundation can have a big board of influential people
- ✧ Funds at Foundation level protected
- ✧ Oversight of region by Foundation

POD MODEL (KIPP)

Detriments

- ✂ Wide area to cover
- ✂ Necessary to have fundraising on local level
- ✂ Need to know legal requirements of each region
- ✂ Control is looser
- ✂ Liability at one school could affect the entire region
- ✂ Regional Boards can be big and unwieldy
- ✂ Financing within region is difficult

TWO-TIER+: High Tech High

- ❧ Foundation set up as private, nonprofit corporation
 - Board of donors not required to disclose finances
 - Not required to follow open meeting laws
 - As “parent” of charter school seeks grants
- ❧ “Sister” corporation runs “University” graduating credentialed teachers
 - Separate from charter school corporation
 - Helps recruit and retain teachers
 - Separate income stream for school and charter employees
- ❧ Statewide charter, in addition to local authorizer

TWO-TIER “Holding” Company

❧ Creating parent corporation to:

- Holds real estate for schools through Limited Liability Company ownership
- Hold new stock company to provide charter school construction services by licensed contractor
- Provide school-related services to unrelated schools
- Raises funds for charitable works overseas in which students participate and travel
- Contracts with 7 charter schools operated by subsidiary corporation

❧ Charters from 2 different authorizers

❧ Establishing CMOs and schools outside California

3-TIER NETWORK: (SIATech)

- ❧ California corporation operates 9 sites
- ❧ CMO operates non-charter programs and out-of-California charters
- ❧ Multi -state operation
- ❧ 9 Charters
 - 15 Job Corps partners in 5 states (CA., AZ., NM; AR; FL)
 - 3 Florida schools
- ❧ 5 Private schools
- ❧ Several education programs offered to non-charter organizations

3-TIER NETWORK

- ❧ Uses licensing agreement
 - Provides “control” over unaffiliated corporations
 - Provides income not subject to “unrelated business” tax
 - Protects intellectual property (curriculum, trademarks)
 - Allows quality control, protection of reputation
- ❧ Note risk of liability under franchising laws under *Girl Scouts of Manitou* case

Corporate structure should:

- ✧ Diversify revenue streams
- ✧ Increase revenues
- ✧ Protect assets
- ✧ Contain regulatory reach
- ✧ Help recruit and retain talent
- ✧ Capitalize on expertise developed/economies of scale
- ✧ Lower political risks
- ✧ Be tax-efficient
- ✧ Allow spread of financial risk across the “system”

Potential expansion pitfalls

- ✘ Over-bureaucratization
- ✘ Services less tailored to locality
- ✘ Over-reliance on funding from outside funders
- ✘ Replications effect on human capital
- ✘ Loss of individual school visibility
- ✘ Small mistakes magnified due to scale
- ✘ May be incompatible with state pension systems

Presenters:

⌘ Neal Millard

N.Millard@MPGLAW.com

(213) 629-7616

⌘ Greg Moser

Greg.Moser@procopio.com

(619) 515-3208



Joe Schickman <joe.schickman@aimschools.org>

Fwd: AIMS: CMO structures

Maya Woods-Cadiz <maya.woods-cadiz@aimschools.org>
To: Joe Schickman <joe.schickman@aimschools.org>

Thu, Feb 16, 2017 at 2:18 PM

Superintendent Maya Woods-Cadiz

American Indian Model Schools
171 12th Street
Oakland, CA 94607
O:510-893-8701 Ex. 29
Check out our new website: www.aimschools.org
Like us on Facebook @ <https://www.facebook.com/Aimschools/>

**"I slept and dreamt that life was joy. I awoke and saw that life was service. I acted and behold, service was joy."
— Rabindranath Tagore**

----- Forwarded message -----

From: **Jennifer Afdahl Rice** <jafdahlrice@csmci.com>
Date: Wed, Dec 17, 2014 at 4:48 PM
Subject: AIMS: CMO structures
To: "maya.woods-cadiz@aimschools.org" <maya.woods-cadiz@aimschools.org>

Hi Maya,

As a follow up to our conversation today, please see the attached presentation that was done by Procopio and Musick Peeler (the other expert law firm I mentioned in finance-friendly CMO structures—see their email info on the last slide). As you'll see, there are many ways to structure a CMO.

They run through the models for:

- Green Dot/Aspire (Corporation Model) – though Green Dot is moving to a Separate Corporation Model, from what I hear,
- High Tech High (2 tier model),
- SIATech (3 tier model),
- Alliance (Separate Corporation Model), and
- KIPP at a national level (POD Model)

Procopio would be a good resource to ask if you have any questions on the PowerPoint, since they prepared it, but I can also help answer more basic questions.

Best,

Jennifer

Jennifer B. Afdahl Rice

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Coversheet

Discussion Regarding Board Director Responsibilities & Future Potential Changes to the AIMS ByLaws

Section: V. Non-Action Items Continued
Item: C. Discussion Regarding Board Director Responsibilities & Future Potential Changes to the AIMS ByLaws
Purpose: Discuss
Submitted by:
Related Material: 5. AIMS Bylaws.pdf

**BYLAWS
OF
AMERICAN INDIAN MODEL SCHOOLS.
(A California Non-Profit Public Benefit Corporation)**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 171 12th Street, Oakland, in Alameda County of California.

SECTION 2. OTHER OFFICES OF THE CORPORATION

The corporation may also establish branch or subordinate offices at any place or places within or without the state of California, where it is qualified to conduct its activities.

**ARTICLE 2
PURPOSES**

SECTION 1. PURPOSES

The corporation's specific and general purposes are described in its Articles of Incorporation.

SECTION 2. POLICY OF NONDISCRIMINATION

American Indian Model Schools is non-sectarian in its programs, policies, employment practices, and all other operations. It does not charge tuition or discriminate on the basis of race, national origin, gender, sexual orientation, religion or spiritual practice, or disability.

**ARTICLE 3
DIRECTORS**

SECTION 1. NUMBER AND QUALIFICATIONS

The corporation shall have at least five (5) and no more than fifteen (15) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these Bylaws, or repeal of these Bylaws and adoption of new Bylaws, as provided in these Bylaws.

The qualifications for Directors are generally the ability to attend board meetings, a willingness to actively support and promote the corporation and a dedication to its charitable endeavors.

To the extent reasonably practicable, at least one parent, one business representative, and one educator shall serve on the Board.

SECTION 2. NOMINATION OF CANDIDATES AND ELECTION TO THE BOARD

The Directors who are to be elected by the Board of Directors shall be so elected at the annual meeting of the Board of Directors then in office. Directors nominated to fill vacancies may be elected by majority vote at any regular or special meeting. Each director shall have once vote.

Any member of the school community may recommend any qualified candidate to serve on the Board of Directors, either to fill a vacancy, or as Director terms expire at the annual meeting. Any Director may nominate a qualified candidate to serve on the Board of Directors. Such nominations must be made by way of a motion at a duly convened meeting. Nominated candidates may be approved by majority action of the Board of Directors.

SECTION 3. POWERS

- (a) Subject to the provisions of the California Nonprofit Public Benefit Corporation law, any other applicable laws, and any limitations in the Articles of Incorporation and Bylaws relation to activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the corporation to any person(s), to a management company, or to committees, however composed, provided that the corporation's activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws and permitted by law: Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Develop, adopt, and monitor the implementation of a personnel policy; to select and remove certain officers, agents, and employees of the corporation, and to prescribe such powers and duties for them as are compatible with law, the Articles of Incorporation, or these Bylaws; to fix their compensation; and to require from them security for faithful performance;
- (c) Review performance of the School Executive on an annual basis
- (d) Meet at such times and places as required by the Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed, emailed, faxed or telegraphed to them at such addresses shall be valid notice thereof;

- (f) Oversee the fiduciary matters of the corporation and approve and monitor the annual budget;
- (g) Approve and monitor fund raising and development plans;
- (h) To borrow money and incur indebtedness for the corporation's purposes, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and security therefor;
- (i) To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- (j) To change the principal office or the principal business office in California from one location to another;
- (k) To enter into any contracts or other instruments, and do any and all other things incidental to or expedient for attainment of the corporation's purposes.

SECTION 4. TERMS OF OFFICE

Terms of office for each director shall typically be four years, with new directors seated at the annual board meeting and with terms staggered so that, as near as possible, one half of the Board comes to the end of their term each year. A director may serve no more than two consecutive four-year terms. Upon a showing of special circumstances, a director may request, and with Board approval, be appointed to a one-year term. Parent Board members will have the option to limit their Board term to the time that their child or children attends an AIMS school.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws not more than twenty-five percent (25%) of persons serving on the board may be interested persons. For purposes of this section, "interested persons" mean either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in law or father-in-law of any such person.

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation or the publicly noticed location stated on an agenda posted in compliance with the Brown Act. Any meeting regular or special, may be held by conference telephone or any conferencing technology, so long as all directors participation in such a meeting can hear each other and all other applicable legal requirements are complied with including, but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held at least quarterly, at such date and time as determined by the Board of Directors. Regular meetings shall typically be held on the Third Tuesday of each month at the publicly noticed location.

This corporation makes no provision for members, therefore, at the annual meetings of directors held on the third Tuesday of June, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. Directors shall be elected by the Board of Directors in accordance with this section. ..

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons call the meeting, and in the absence of such designation, at the principal office of the corporation. Any and all special meetings must comply with all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held with seventy-two (72) hours’ notice. Special meetings of the board shall be held upon five (5) days’ notice by first-class mail or twenty-four (24) hours’ notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means.. If sent by mail or telegraphy, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the telegraph company. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding and adjourned meeting need not be given to absent directors if the time and place of the

adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to the directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any regular or special board meeting shall be specified consistent with the Brown Act.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a constant to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors then in office.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal from the meeting, provided that an action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation. Directors may not vote by proxy.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public

Benefit Corporation Law, particularly those provisions relating to appointment of committee (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage of different voting rules for approval or a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President 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 or his or her designee, 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 rules adopted by the Board of Directors, 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 provisions of law. The Board may choose to use Roberts Rules of Order as a guide for its meetings.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under in Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office. Any director missing two consecutive board meetings is subject to removal. Said removal can be effectuated through majority vote of those directors present.

Any director may resign effective upon given written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the board may be filled. Directors nominated to fill vacancies may be elected by majority vote at any regular or special meeting.

A person elected to fill a vacancy as provided by this Section shall hold office until the end of the term they are filling or until his or her death, resignation or removal from office.

SECTION 17. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the fullest extent permitted by law, this corporation may indemnify its Directors, officers, employees and other persons described in Corporations Code section 5238(a), including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. “Expenses” shall have the same meaning herein as in Section 5238(a) of the Corporations Code. On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or (c), the Board shall decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or (c) has been met, and if so, the Board may authorize indemnification.

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in the defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

SECTION 19. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expense, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5233 of the California Nonprofit Public Benefit Corporation Law.INSURANCE AND CORPORATE AGENTS

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) to cover any liability asserted or against any agent of the corporation in such capacity or arising from the agent of the corporation’s status as such, including other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity of arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurer, or other officers. Any number of officers may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for an annual term, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed without cause by the Board of Directors at any time by majority vote of those directors present at a duly held meeting. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in officers of the officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President 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, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall 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 from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended to date.

Keep at the principal office of the corporation or such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the “execution of Instruments, Deposits and Funs,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, the monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit all reasonable times the books of accounts and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that her or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of the Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. Notwithstanding the foregoing, the President, Vice President, Secretary and Treasurer shall not receive compensation for holding such offices.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs for the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all the members.
- (b) The filling of vacancies on the board or any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors.

Such other committees may consist of persons who are not also members of the board. These additional committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Except as otherwise allowed pursuant to the Brown Act, meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so expressly authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payments of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purpose of this corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties an business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of the article may be made in person of by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation. The Annual Report shall contain the following information:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or receipts of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the

corporation that such statements were prepared without audit from the books and records or the corporation.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest;
- (b) Any director or officer of the corporation, or its parent or subsidiary (a more common directorship shall not be considered a material financial interest); or
- (c) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provide with respect to a transaction during the previous fiscal year involving more than Fifth Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions stating each person's in the transaction and, when practical, the amount of such interest, provided that in the case or a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the 1st of July and end on the 30th of June in each year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and

new Bylaws adopted by the Board of Directors. These Bylaws and any amendments to these Bylaws shall become effective immediately upon their adoption.

**ARTICLE 10
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENTS

Any amendment of the Articles of Incorporation may be adopted by the Board of Directors.

**ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

**ARTICLE 12
MEMBERS**

SECTION 1. NO MEMBERS

This corporation shall not have any members. Therefore, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors. All rights that would otherwise vest in the members shall vest in the Board of Directors.

SECTION 2. ASSOCIATES

Nothing in this Article 12 shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members of the corporation, and no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, including honorary or

donor members. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a members, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person who does not have the right to vote for the election of directors, on a disposition of substantially all of the corporation's assets, on the merger or dissolution of it, or on changes to its Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056. The Board may also, in its discretion, without establishing memberships, establish an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of American Indian Model Schools, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California, that the foregoing Bylaws, consisting of _____ (____) pages, of said corporation were duly and regularly adopted as such by the Board of Directors of said corporation at a meeting held on _____, 2015, and that the above and foregoing Bylaws are now in full force and effect.

Executed on _____ at _____, California.

Secretary, American Indian Model Schools

