



# AIMS K-12 College Prep Charter District

## AIMS Board Meeting

---

### Date and Time

Monday March 11, 2019 at 6:00 PM PDT

### Location

171 12th Street Oakland, CA

---

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
<b>I. Opening Items</b>			<b>6:00 PM</b>
Opening Items			
<b>A. Call the Meeting to Order</b>			1 m
- Board President, Mr. Steven Leung			
<b>B. Record Attendance and Guests</b>	Vote		2 m
- Roll Call for the Directors of the Board, and opportunity for introduction of any guest presenters			

	Purpose	Presenter	Time
<b>C. Adoption of Agenda</b>	Vote		2 m
- Board President, Mr. Steven Leung			
<b>D. Public Comment on Non-Agenda Items</b>			10 m
Public Comment on Non-Agenda Items is set aside for members of the Public to address the items not on the Board’s agenda. 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. <b><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>			
<b>E. Public Comment on Agenda Items</b>			10 m
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. <b><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>			
<b>II. Action Items</b>			<b>6:25 PM</b>
<b>A. Low Performing Students Block Grant</b>	Vote	Superintendent Woods-Cadiz	5 m
<b>B. AIMS Board Bylaw Revision</b>	Vote	Director Cook	5 m
<b>III. Closed Session</b>			<b>6:35 PM</b>
<b>A. Public Comment on Closed Session Items</b>	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. <b><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>			
<b>B. Recess to Closed Session</b>	Discuss		10 m
Closed Session Items:			

	Purpose	Presenter	Time
1. Public Employer Discipline/Dismissal/Release (Gov. Code Section 54957)			
2. Conference with Real Property Negotiators (Gov. Code Section 54956.9)			
3. Conference with Legal Counsel - Anticipated Litigation (Gov. Code Section 54956.9)			
4. Conference with Labor Negotiators (Government Code § 54957.6)			
<b>C.</b> Reconvene from Closed Session	Vote		2 m
Roll Call			
<b>D.</b> Report from Closed Session	FYI		3 m
- Board President, Mr. Steven Leung			
<b>IV. Closing Items</b>			<b>7:00 PM</b>
<b>A.</b> Items for Next Agenda	Discuss		5 m
-			
-			
-			
-			
<b>B.</b> Adjourn Meeting	FYI		
<b>C.</b> NOTICES	FYI		
<p><b>The next regular meeting of the Board of Directors is scheduled to be held November 20, 2018 @ 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</b></p>			

Purpose	Presenter	Time
<b>any disability accommodations being needed in order to participate in the meeting.</b>		

I, \_\_\_\_\_ hereby certify that I posted this agenda at the AIMS Campus 171 12th street, Oakland, CA 94607 on, \_\_\_\_\_, at \_\_\_\_\_ PM.

**Certification of Posting**

# Coversheet

## AIMS Board Bylaw Revision

**Section:** II. Action Items  
**Item:** B. AIMS Board Bylaw Revision  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:** \_AIMS Board Bylaws[1439].Suggested Revisions.pdf

**BYLAWS  
OF  
AMERICAN INDIAN MODEL SCHOOLS.  
(A California Nonprofit Public Benefit Corporation)**

**Article 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation shall be located at 171 12<sup>th</sup> 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. With the intention being to meet the academic, social, cultural, and developmental needs of AIMS students.

**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.

**Section 3. Role of the Board of Directors**

The Board is responsible for ensuring that the academic program of AIMS is successful, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization.

**Article 3  
DIRECTORS**

**SECTION 1. NUMBER AND QUALIFICATIONS**

The corporation shall have at least five (5) and no more than nine (9) 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. The proven ability to raise sizable donations on behalf of a non-profit organization. The evidence of a lack of conflict of interest between the authorizing board, county board, and/or state board, any other entity doing business with AIMS, or any other organization that has an actual or potential financial interest with AIMS. Any waiver of this clause is subject to waiver of the board and all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

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

**SECTION 2. NOMINATION OF CANDIDATES AND ELECTION TO THE BOARD**

Directors nominated to fill vacancies may be elected by majority vote at any regular or special meeting. Each director shall have one 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. 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, and agents 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 Superintendent according to his/her contract.
- (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 fundraising 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.

#### **COMPENSATION**

Directors shall serve without compensation, but 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 5. 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 6. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation – 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 7. 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 8. 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 principal office of the corporation or other property used by the corporation. All members of the board and the Superintendent must be informed of the meeting 48 hours prior to the meeting being held. 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 9. NOTICE OF MEETINGS ( Brown Act Language)**

Regular meetings of the board may be held with seventy-two (72) hours’ notice. All

members of the board and the Superintendent must be informed of the meeting 48 hours prior to the meeting being held. 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.

**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” Cal. Gov. Code § 54950 et seq..

**SECTION 10. 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. All waivers of notice must comply with all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

**SECTION 11. 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 12. 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. The majority action must comply with all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

### **SECTION 13. 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, The secretary of the board. If the referenced officers are not present then, 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 Robert's Rules of Order as a guide for its meetings. All conduct at meetings must comply with all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

### **SECTION 14. 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 may be 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 15. NON-LIABILITY OF DIRECTORS**

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

**SECTION 16. 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 17. 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  
ORGANIZATION**

The Board of Directors shall hold its annual organizing meeting on, or before, October 30th at which time the Board will elect its President, Vice-President, Secretary and Treasurer. In addition, the President shall name the chairpersons of the Board’s standing committees.

**Article 5      OFFICERS**

**SECTION 1.      NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Secretary, and 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. Appointments must comply with all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

**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. Removal and resignation must comply with all applicable laws, including but not limited to “the Brown Act” Cal. Gov. Code § 54950 et seq.

#### **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 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**

The treasurer serves as the Chair of the Finance Committee, provides direction for the oversight of the organization's record keeping and accounting policies, ensures the presentation of timely and meaningful financial reports to the board, ensures the development of an annual budget and its submission to the Board for its approval. Leads the monitoring of budget implementation, oversees, d. With the Finance Committee, monitors the adherence to financial policies and procedures adopted by the Board, develops and monitors any investment policies adopted by the Board, ensures that assets are protected and invested according to board policy, leads the board in assuring compliance with federal, state and other financial reporting requirements, presents the recommendation of the auditor to the Board for their approval. With the Finance Committee reviews the results of the audit including the management letter, develops a plan for remediation, if necessary, and presents the results to the Board, recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities, takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

## **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 6 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors designates 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 repeatable.
- (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 7 – Conflict of Interest**

**Pursuant to section 4 of the standard Code, all Board of Actives, Superintendent and other designated employees shall file Statements of Economic Interests (Form 700) with the American Indian Model Schools Board Office. All statements shall be available for public inspection and reproduction. (Gov. Code, 81008.) All statements will be retained for at least 5 years.**

**Article 8  
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. All gifts must be submitted directly to the corporation.

**Article 9  
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 Fifty 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 10 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

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

## **Article 11 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 12 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENTS**

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

## **Article 13 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND**

- 15 -

## **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 14 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

