



# BY-LAWS OF AMERICAN INDIAN MODEL SCHOOLS

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## **Article 1 - OFFICES**

### **Section 1. CORPORATE NAME**

The name of this corporation is American Indian Public Schools. (“Schools”)

### **Section 1.2 PRINCIPAL OFFICE**

The principal office of the corporation shall be located at 171 12<sup>th</sup> Street, Oakland, California 94607 in Alameda County of California.

### **Section 1.3 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.

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## **Article 2 - PURPOSES**

### **Section 2. PURPOSES**

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to manage, operate, guide, direct and promote *the AIMS K12 College Prep Charter district doing business as* American Indian Model Schools.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purposes for which this corporation is organized are to meet the academic, social, cultural and developmental needs of students, and in an environment that respects the integrity of the individual student and diverse cultures and knowledge and which creates educational partnerships among teachers, students, parents, and the wider community consisting of individuals businesses, institutions and cultural organizations.

### **Section 2.1 POLICY OF NONDISCRIMINATION**

American Indian Model Schools is non-sectarian in its programs, policies, employment,

practices and all other operations. As a public charter school, it does not charge tuition, or discriminate on the basis of race, national origin, gender, sexual orientation, religion or spiritual practice or disability.

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## **Article 3 - BOARD OF DIRECTORS**

### **Section 3. GENERAL POWER**

The Board shall conduct and direct the affairs of the Corporation and exercise its powers, subject to the limitations of the California Corporations Code, the Articles of Incorporation, and these Bylaws. The Board may delegate the management of the activities of the Corporation to others, so long as the affairs of the Corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

#### **Section 3.1 SPECIFIC POWERS**

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the fully responsible for the operation of the operations and fiscal affairs of the American Indian Model Schools including, but limited to the following:

- Elect and remove Directors
- Set policies for schools and organization
- To call, hold, and conduct meetings of the Corporation's Board in accordance with the Ralph M. Brown Act (Government Code §§54950 *et. seq.*) ("the Brown Act").
- Hire, support, supervise, evaluate, discipline, and dismiss separate from the Super
- Approve contractual agreements
- Approve and monitor the implementation of general policies of AIMS.
- Approve and monitor AIMS annual budget and budget revisions.
- Act as a fiscal agent. This includes but is not limited to the receipt of funds for the operation of AIMS in accordance with applicable laws and the receipt of grants and donations consistent with the mission of AIMS.
- Contract with an external independent auditor to produce an annual financial audit according to generally accepted account practices.
- Approve annual independent fiscal audit and performance report
- Establish operational committees as needed.
- Borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore.
- Engage in ongoing strategic planning.
- Act as a hearing body and take action on recommended student expulsions. Change the principal office of the principal business office in California from one location to another
- Amend the Articles of Incorporation and By-laws

## Section 3.2 NUMBER OF DIRECTORS AND QUALIFICATIONS

The corporation shall have at least three (3) and no more than seven (7) 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 desired qualifications for serving as a director are a business owner/managers from the Bay Area; a person with background in finance, investments city business and/or banking; a person with educational leadership experience and background; a persona affiliated, or has been affiliated with a college or university; one director may be a university student, and/or alumni of AIMS Charter Schools a person with a fund development background; and a person affiliated or familiar with commercial real estate expertise.

## Section 3.3 NOMINATION, ELECTION AND TERM OF OFFICE

- A. **Nomination** – ~~The President of the board shall appoint a Board Nominating committee to nominate qualified candidates for election to the board at least 40 days before the date of any election of directors. The Board Nominating Committee shall make its report at least 10 days before the date of the election, or as such other time that the board may act, and the secretary or president shall forward to each member of the board of directors, with notice of meeting required by the Bylaws, a list of candidates nominated by the committee.~~

The board will meet at their annual retreat to identify the criteria for filling board vacancies. The board will authorize the posting of an application for potential candidates. A committee of the board, or the Superintendent as the board's designee, shall conduct the initial interview. The candidate will then present their interest and qualifications to the board as a whole in a publicly noted hearing. During this hearing, the public will have the opportunity to comment on the candidate. The board will conduct a public vote to approve or deny the appointment of the candidate as a board member.

- B. **Election** – The Board shall elect all Directors, whether due to vacancy, completion of term of office, or otherwise, by the vote of a majority of the Directors then in office, whether or not the number of Directors in office is sufficient to constitute a quorum, or by the sole remaining Director.
- C. **Time of Elections** – The Board shall elect Directors at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose. Each new Director shall take office at the conclusion of the Annual Meeting **or duly noted hearing or meeting** at which he/she is elected.
- D. **d) TERMS OF OFFICE** - Terms of office for each director shall typically be four (4) years, **but can be extended by a majority vote of the board**, 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.~~

### Section 3.4 COMPENSATION

Directors and members of committees shall receive ~~no~~ compensation for their services as directors, **which shall be voted upon in a public, duly noted meeting, but they** may receive just and reasonable reimbursement for expenses.

### Section 3.5 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 **other than board compensation** 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.
- C. **Any person with a child or close relative as an AIMS student.**

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 3.6 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 **at a duly noted public board meeting**. Any director missing two consecutive board meetings is subject to removal, **but it is not mandatory**. Said removal can be effectuated through a majority vote of those directors present.

Any director may resign effective upon giving a 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 3.7 NON-LIABILITY OF DIRECTORS**

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

## **Section 3.8 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the fullest extent permitted by law, this corporation shall 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.

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## **Article 4 - MEETINGS OF THE BOARD**

### **Section 4. 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 director’s 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 4.1 MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT**

Any Board meeting may be held by telephone conference, video conferencing/screen communication,

or other video/screen communications equipment. Participation in such a meeting shall constitute in person presence if all the following apply:

- A. **(a)** Each member participating in the meeting can communicate concurrently with all

- other members;
- B. **(b)** Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objective to, a specific action taken by the Corporation;
  - C. **(c)** The Board has adopted and implemented a means of verifying both of the following: A person communication by telephone, video conferencing/communication screen, or other communications equipment is a director entitled to participate in the Board meeting; and
  - D. All statements, questions, actions or votes were made by the director and not by another person not permitted to participate as a director.

The meeting must meet all the requirements of the Brown Act (Government Code section 54950 et. seq.).

## **Section 4.2. 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 4.3 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 4.4 EMERGENCY MEETINGS**

Emergency meetings may be held for those limited purposes as specified in the Brown Act. Notice and posting of agendas shall be made in accordance with the Brown Act. An “emergency” as defined in Government code, section 54956.5 includes “matters upon which prompt action is necessary due to the disruption of public facilities” such as a “work stoppage or other activity which severely impairs public health, safety, or both” as a “crippling disaster which severely impairs public health, safety, or both.”

## **Section 4.3 NOTICE OF MEETINGS**

Regular meetings must be noticed through the posting of an agenda at least 72 hours before the meeting. Members of the public may request that a copy of the agenda and “all documents constituting the agenda packet” be mailed to them **at the requestor’s expense**. They will be mailed when the agenda is posted or when it is distributed to a majority of the legislative body,

whichever is first. The agency may charge a fee for mailing the materials, not to exceed the cost of providing the mailing service, **and the staff hours beyond average contracted time.**

Special meetings may be called, but only upon 24 hours' notice to each local newspaper of general circulation, radio or television station that has in writing requested notice. The notice must be posted in a location freely accessible to the public. Only the business specified for discussion at the special meeting

Emergency meetings may be called under specific, drastic circumstances ("work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body"). The 24-hour notice is not necessary, but a 1-hour notification of those media requesting notice is necessary if possible.

#### **Section 4.4 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 4.5 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.

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### **Article 5 - ACTIONS BY THE BOARD**

#### **Section 5. 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 meetings 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 5.1 ACTIONS BY THE BOARD**

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 (Corporation Code § 5212), approval of contracts or transactions in which a director has a material financial interest (Corporation Code § 5233) and indemnification of directors (Corporation Code § 5238e), require a greater percentage of different voting rules for approval or a matter by the Board.

### **Section 5.2 CONDUCT OF MEETINGS**

Meetings of the Board shall be presided over in the following order of priority. President, Vice President, Treasurer or Secretary. In the absence of the previously named officers, a Director chosen by a majority of the Directors present at the meeting shall preside over the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his/her absence or need to preside over the meeting, another person chosen by a majority of the Directors present at the meeting shall act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with previous of law.

### **Section 5.3 RULES OF PROCEDURES**

All meetings of the Board and of the committees, shall be conducted in accordance with Robert's Rules of Order.

### **Section 5.4 PARTICIPATION IN DISCUSSIONS AND VOTING**

Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board committee, except as follows. No Director shall participate in either the discussion or vote on any matter involving:

1. a self-dealing transaction;
2. a conflict of interest, as defined by law or in any Board-adopted conflict of interest policy;
3. indemnification of the Director; or
4. any other matter in which the law prohibits that Director's participation.

### **Section 5.5 DUTY TO MAINTAIN BOARD CONFIDENCES**

Every Director has a duty to maintain the confidentiality of all Board discussions held during the closed session. A Director shall not disclose confidential records. Any Director violating

these duties may be removed from the Board, and may be subject to any lawful penalty.

## **Section 5.6 BOARD TRAINING**

The Board shall annually participate in training, which shall include, at a minimum conflict of interest and Brown Act training.

## **Section 5.3 STANDARD OF CARE**

- A. Performance of Duties. Each Director shall perform all duties of a Director, including duties on any Board committee, in good faith, in a manner the Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as the ordinary prudent person in a like position would use under similar circumstances.
- B. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
  - a. One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented.
  - b. Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence; or
  - c. A Board committee on which the Director does not serve, as to matters within the designated authority, provided the Director believes the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except with respect to assets that are directly related to the Corporation's charitable programs, the Board shall avoid speculation in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments. Instead, the Board is to consider the permanent disposition of funds, the probable income, the probable safety of the Corporation's capital, and is to comply with the express terms of the instrument or agreement, if any, pursuant to which the assets are contributed to the Corporation.

## **Section 5.4 CONTRACTS WITH DIRECTORS AND OFFICERS**

No director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in the contract or transaction, unless (a) the material facts regarding the director's financial interest in such contract or transaction or regarding such common directorship, officer ship, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction, (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for the purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results to a benefit to one or more directors or their families because they are the class of persons intended to be benefited by the educational or charitable program of this Corporation. All actions taken under this Section must be made in compliance with all applicable conflict of interest laws, and the "Schools" Conflict of Interest Code.

## **Section 5.5 CONFLICT OF INTEREST**

Any Director, officer, key employee, or committee member having an interest in a contract, or transaction, or program presented to or discussed by the Board or committee for authorization, approval, or ratification shall make a prompt and clear disclosure of his or her interest to the board or committee prior to its acting on such contract or transaction.

Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during, in the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made the vote thereon and where applicable, the abstention from voting.

Charter schools and "any entity managing a charter school" will have to follow the same types of policies and laws as traditional districts in regards to open meeting and conflict of interest policies and disclosure laws. Charter schools and their governing bodies will be held to the same conflict of interest standards as other school district governing boards. Charter school governing body members and employees will need to file statements of economic interest (Form 700) which could make public any potential conflicts of interest that individuals may have.

Pursuant to the board approved *Conflict of Interest Code*, all Board of Trustees, Superintendent and other designated employees shall file Statements of Economic Interests (Form 700) with the American

Indian Model Schools Office. All statements shall be available for public inspection and reproduction. (Gov. Code, 81008.) All statements will be retained for at least 5 years. In addition, all Board of Trustees, Superintendent and other designated employees shall sign the Conflict of Interest Form and Non-Disclosure Statement.

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## **Article 6 - OFFICERS**

### **Section 6. 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 6.1 QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as an 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 6.2 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 6.3 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 6.4 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 6.5 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 6.6 DUTIES OF SECRETARY ( Board Officer)**

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended to date.
2. 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.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. 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.
5. 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.
6. Exhibit at all reasonable times to any director of the corporation, or his or her agent or attorney, on request therefore, the Articles of Incorporation, Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
7. 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 6.7 DUTIES OF TREASURER**

1. Subject to the provisions of these Bylaws relating to the “execution of Instruments, Deposits and Funs,” the Treasurer shall:
2. 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.
3. Receive, and give receipt for, the monies due and payable to the corporation from any source whatsoever.
4. 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.
5. 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.
6. 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.
7. 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.

8. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
9. 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.

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## **Article 7 - COMMITTEES**

### **Section 7. BOARD COMMITTEES**

The Board may create one or more standing or ad hoc committees to serve at the pleasure of the Board. Appointments to such Board committees shall be by majority vote of the Directors then in office, and the Chairperson of such Board committees shall be appointed by the President of the Board. Unless otherwise provided in these Bylaws or by the laws of the State of California, each committee shall have all of the authority of the Board to the extent delegated by the Board. However, no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board or on any committee which has the authority of the Board;
- B. Amend or repeal Bylaws or adopt new Bylaws;
- C. Amend or repeal any resolution of the Board which by its express terms is not to amendable or repeatable;
- D. Appoint committees of the Board or the members thereof;
- E. Approve any self-deal transaction, except as provided in Section 5233 (d)(3) of the California Corporation Code; or
- F. Approve any action for which the California Corporation Code requires the approval of the Board.

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 7.1 MEETINGS AND ACTION OF BOARD COMMITTEES**

The Board shall have the power to prescribe the manner in which proceedings of any such Board committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, meetings and actions of Board committees shall be governed by, held and taken in accordance with, the provisions of Article 4 of these Bylaws which concern meetings of the Board, with such changes in those provisions as required by this Article 7 and as necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined by the Board or by the committee. Special meetings of committees may also be called by the Board. The Board may adopt rules for the government of any Board committee

not inconsistent with the provisions of these Bylaws.

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.

## **Section 7.2 OTHER COMMITTEES**

- A. The President of the Board, subject to the limitations imposed by the Board, or the Board may create other committees, either standing or special, to serve the Board that do not have the powers of the Board. The Board President shall appoint members to serve on such committees, and shall designate the committee chairperson. Each member of a committee shall continue as such until the next annual election of Officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee, or until the authorized business of the committee has been completed.
- B. Such other committees established pursuant to this section may consist of persons who are not 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.
- C. Meetings of a committee may be called by the Board President, the chairperson of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business of any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.
- D. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the President of the Board. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The Board President may, with prior approval of the Board, remove any appointed member of a committee. The Board President, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

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## **Article 8 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 8.1 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 8.2 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 8.3 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 8.4 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.

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# **Article 9 - CORPORATE RECORDS, REPORTS, AND SEAL**

## **Section 9.1 MAINTENANCE OF CORPORATE RECORDS**

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

(c) 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;

(d) Adequate and correct books and records of account, including accounts of its properties, business transactions, assets, liabilities, receipts, disbursements, and gains and losses.

## **Section 9.2 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 9.3 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 9.4 RIGHT TO COPY AND MAKE EXTRACTS**

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

#### **Section 9.5 ANNUAL REPORT**

The board president 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 or elsewhere in these bylaws.

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 of the corporation.

#### **Section 9.6 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:

- F. 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;
- G. 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
- H. 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 provided 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 involving the same persons, 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.

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## **Article 10 - FISCAL YEAR**

### **Section 10 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.

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## **Article 11 - AMENDMENT OF BYLAWS**

### **Section 11 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.

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## **Article 12 - AMENDMENT OF ARTICLES**

### **Section 12 AMENDMENTS**

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

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

### **Section 13 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.

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## **Article 14 - MEMBERS**

### **Section 14.1 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 14.2 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.

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## **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 \_\_\_\_\_, 20\_\_, and that the above and foregoing Bylaws are now in full force and effect.

Executed on \_\_\_\_\_ at \_\_\_\_\_, California.

Executive Assistant, American Indian Model Schools