

\*\*\*\*\*  
**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**OAKLAND SCHOOL FOR THE ARTS**

\*\*\*\*\*

## TABLE OF CONTENTS

|  | Page |
|--|------|
| ARTICLE I OFFICES.....   | 1    |
| Section 1. Principal Office.....                                   | 1    |
| ARTICLE II MEMBERSHIP.....   | 1    |
| Section 1. Members .....   | 1    |
| ARTICLE III BOARD OF DIRECTORS .....                               | 1    |
| Section 1. Power of Board .....                                    | 1    |
| Section 2. Number of Directors .....                               | 2    |
| Section 3. Election and Term of Office .....                       | 2    |
| Section 4. Resignation .....                                       | 3    |
| Section 5. Removal .....   | 3    |
| Section 6. Vacancies .....   | 3    |
| Section 7. Place of Meetings.....                                  | 3    |
| Section 8. Annual Meetings.....                                    | 3    |
| Section 9. Regular Meetings.....                                   | 3    |
| Section 10. Special Meetings.....                                  | 3    |
| Section 11. Notice.....  | 3    |
| Section 12. Public Notice.....                                     | 4    |
| Section 13. Waiver of Notice.....                                  | 4    |
| Section 14. Quorum and Action of the Board.....                    | 4    |
| Section 15. Participation in Meetings by Conference Telephone..... | 4    |
| Section 16. Adjournment .....                                      | 5    |
| Section 17. Action Without Meeting .....                           | 5    |
| Section 18. Board Member Compensation .....                        | 5    |
| ARTICLE IV COMMITTEES.....   | 5    |
| Section 1. Board Committees .....                                  | 5    |
| Section 2. Advisory Committees .....                               | 6    |
| Section 3. Meetings and Actions of Committees.....                 | 6    |
| ARTICLE V OFFICERS.....  | 6    |
| Section 1. Officers .....  | 6    |
| Section 2. Election .....  | 6    |

**TABLE OF CONTENTS**  
(continued)

|             |   | <b>Page</b> |
|-------------|---|-------------|
|             | Section 3. Subordinate Officers .....                             | 6           |
|             | Section 4. Removal and Resignation .....                          | 7           |
|             | Section 5. Vacancies .....  | 7           |
|             | Section 6. President.....   | 7           |
|             | Section 7. Chair.....   | 7           |
|             | Section 8. Vice Chair(s).....                                     | 7           |
|             | Section 9. Secretary .....  | 7           |
|             | Section 10. Treasurer .....                                       | 8           |
| ARTICLE VI  | INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY .....           | 8           |
|             | Section 1. Right of Indemnity.....                                | 8           |
|             | Section 2. Approval of Indemnity.....                             | 8           |
|             | Section 3. Advancing Expenses.....                                | 8           |
|             | Section 4. Insurance .....  | 9           |
| ARTICLE VII | MISCELLANEOUS .....   | 9           |
|             | Section 1. Fiscal Year .....                                      | 9           |
|             | Section 2. Corporate Seal.....                                    | 9           |
|             | Section 3. Checks, Notes and Contracts .....                      | 9           |
|             | Section 4. Amendment of Articles of Incorporation and Bylaws..... | 9           |
|             | Section 5. Governing Law .....                                    | 9           |

**Amended and Restated Bylaws  
of  
Oakland School for the Arts**

A California Nonprofit Public Benefit Corporation

**ARTICLE I**

**OFFICES**

Section 1. Principal Office. The principal office of Oakland School for the Arts (the “School”) shall be located within the State of California, at such place as the Board of Directors shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another. The School may establish or maintain additional offices at such other places as the Board of Directors may determine.

**ARTICLE II**

**MEMBERSHIP**

Section 1. Members. The School shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the Board of Directors. All rights which otherwise would vest in the members including, without limitation, the right to elect directors, shall vest in the Board.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 1. Power of Board. Subject to any limitations contained in the California Charter Schools Act of 1992 (“Charter Schools Act”), the Charter for the School approved by the Oakland Unified School District, the Articles of Incorporation or these Bylaws, the activities and affairs of the School shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the School to any person or persons, management company, or committee or committees however composed, provided that the activities and affairs of the School shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without limiting the generality of the powers granted herein, the Board shall have the authority to:

- (a) elect and remove directors, except as provided in Section 3(b) of this Article III;
- (b) appoint, evaluate, and remove the President of the School;

- (c) manage and oversee the financial affairs of the School, including review, approval, and monitoring of the annual budget;
- (d) make rules, regulations, and policies respecting the affairs and activities of the School;
- (e) enter into contracts, leases, and other agreements that are, in the judgment of the Board, necessary or desirable in furthering the purposes of the School;
- (f) acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property;
- (g) borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities; and,
- (h) indemnify and maintain insurance on behalf of any of its Board Members, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Charter Schools Act and the limitations noted in these Bylaws.

Section 2. Number of Directors. The number of directors of the Board shall be no less than five (5) nor more than fifteen (15), with the exact number of directors to be fixed from time to time, within such limits, by approval of the Board. The authorized number of directors of the School, whether fixed or subject to a minimum and maximum number of directors, may be changed by an amendment to these Bylaws.

Section 3. Election and Term of Office.

(a) Except as provided in Section 3(b) of this Article III, directors shall be elected at each annual meeting of the Board of Directors. Board Members shall be representative of the various groups interested in the success of the charter school, which may include parents, educators, community members, and members of the arts. Each elected director shall hold office for a term of (3) three years and until his or her successor is elected and qualified. Solely for the purposes of staggering terms, elected directors shall be divided into three classes of approximately equal numbers such that the term of approximately one-third of the directors expires each year. In order to establish evenly distributed classes, directors may be assigned to a class, the initial term of which expires in less than three years, provided that subsequent terms for such class are three years. Directors may be reelected so long as they do not exceed three (3) consecutive three year terms. Directors that have served three consecutive three year terms shall not be eligible for reelection until one (1) year has passed since the expiration of the third such term.

(b) The President of the School shall be a non-voting ex officio member of the Board of Directors and shall serve as long as he or she is President. The Oakland Unified School District shall have the right at all times to appoint one (1) non-voting ex officio member of the Board of Directors to serve at the pleasure of the Oakland Unified School District.

Section 4. Resignation. Any director may resign effective upon giving written notice to the Chair of the Board unless the notice specifies a later time for the effectiveness of such resignation.

Section 5. Removal. A director may be removed by the Board at any time, with or without cause, subject to Section 14(b) of this Article III.

Section 6. Vacancies. A vacancy in the Board shall be deemed to exist on the occurrence of the death, resignation or removal of any director, or if the authorized number of directors is increased. Such vacancy may be filled by a majority of the remaining directors. Each director so elected shall hold office until the expiration of the term of the replaced director and until his or her successor has been elected and qualified. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of that director's term of office.

Section 7. Place of Meetings. Meetings of the Board of Directors may be held at the School's principal location or at any other reasonably convenient place as the Board may designate within the boundaries of the Oakland Unified School District, or as specified in any applicable California public meeting laws.

Section 8. Annual Meetings. The Board of Directors shall hold an annual meeting in September of each year for the purpose of electing directors and officers, setting a schedule for Regular meetings, and all other business as may properly come before the Board.

Section 9. Regular Meetings. Regular Meetings shall be held every two months or as needed at various times during the year as the Board determines at its Annual Meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chair or a majority of directors.

Section 11. Notice.

(a) Notice of special and annual meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or 48 hours before any such meeting if given personally or by email, telephone, or facsimile transmission, and shall state the date, place, and time of the meeting. A notice need not specify the purpose of any meeting of the Board. Notice need not be given of regular meetings of the Board held at times and places fixed by the Board.

(b) Notice will be deemed given when deposited in the United State mail, addressed to the recipient at the address shown for the recipient in the School's records, first-class postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving notice, by electronic means such as fax or e-mailed, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the Board Member or to a person whom it is reasonably believed will communicate it promptly to the Board Member, or to a telephone message recording system.

Section 12. Public Notice. The Board shall comply with the requirements of California's public meeting laws applicable to the School with respect to public notice and written agendas of meetings and opportunities for public participation in such meetings. Any member of the extended community may request the placement of an item on the Board's agenda by making such request to the Chair or President no less than nine (9) days in advance of the meeting. Time will be provided on the agenda of each meeting for members of the public to address the Board on issues concerning the School.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Quorum and Action of the Board.

(a) A majority of directors authorized in Article III, Section 2 of these Bylaws constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Article III, Section 16 of these Bylaws. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws (including, but not limited to, Section 14(b) of this Article), every action taken or decision 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; provided, however, that a meeting at which a quorum is initially present may continue to transact business following the withdrawal of directors, so long as any action taken is approved by at least a majority of the required quorum for such meeting.

(b) The following actions shall requires a 2/3 majority of directors authorized in Article III, Section 2 of these bylaws:

- (1) removal of director;
- (2) appointment and removal of the President; and
- (3) amendment or repeal of these Bylaws.

Section 15. Participation in Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to a specific action to be taken by the School, and (3) the School adopts and implements some means of verifying both that (i) a person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting, and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this Section 15 constitutes presence in person at such meeting.

Section 16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 17. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the preceding provision shall not include the consent of any director who has a material financial interest in a transaction to which the School is a party and who is an "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors.

Section 18. Board Member Compensation. Directors shall not be compensated for their services as directors, except for payment or reimbursement of reasonable expenses incurred in connection with such services such as costs to attend Board or committee meetings. Directors may serve the School in any other capacity and receive reasonable compensation therefor.

#### **ARTICLE IV**

#### **COMMITTEES**

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to such committees may be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board or in any Board Committee;
- (c) fix compensation, if any, of the directors for serving on the Board or on any Board Committee;
- (d) amend or repeal these Bylaws or adopt new Bylaws;
- (e) adopt amendments to the Articles of Incorporation of the School;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) create any other Board Committees or appoint the members of any Board Committees;



- (h) remove any director without cause;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the School; or
- (j) approve any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines.

Section 3. Meetings and Actions of Committees.

(a) Board Committees. Meetings and actions of Board Committees shall be governed by the provisions of Article III applicable to meetings and actions of the Board, with such changes in the content of these Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of the School shall be a President, a Chair, a Secretary, and a Treasurer. The School also may have, at the discretion of the Board, one or more Vice Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 2. Election. The officers of the School (except such officers as may be elected or appointed in accordance with the provisions of Section 3 or 5 of this Article), shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are elected and qualify.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint such other officers as the business of the School may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the President from time to time may determine.

Section 4. Removal and Resignation. Any officer may be removed with or without cause by the Board of Directors at any time or, in the case of an officer not chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

Any officer may resign at any time by giving written notice to the School without prejudice to the rights, if any, of the School under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President shall be the chief executive officer of the School, and shall have such duties as customarily pertain to that office. The President shall have general management and supervision of the property, business and affairs of the School and over its other officers; and may execute and deliver in the name of the School powers of attorney, contracts, and other obligations and instruments. The President may also be referred to as the Executive/Artistic Director.

Section 7. Chair. The Chair shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned from time to time by the Board.

Section 8. Vice Chair(s). In the absence or disability of the Chair, the Vice Chair(s), if any are appointed, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice Chair designated by the Board, shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the School or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the School's Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws to be given, shall keep the seal of the School in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the School. The books of account shall be open at all reasonable times to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the School with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the School as may be ordered by the Board, shall render to the Chair and the directors, whenever requested an account of all transactions as Treasurer and of the financial condition of the School, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE VI

### INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY

Section 1. Right of Indemnity. In addition to the mandatory indemnification of agents provided in Section 5238(d) of the California Nonprofit Public Benefit Corporation Law, the School shall indemnify and advance expenses to its indemnitees, in connection with any proceeding, and in accordance with Section 5238, to the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law. For purposes of this Article, "indemnitee" shall mean any current director, officer, or employee of the School; "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the indemnitee has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification.

Section 3. Advancing Expenses. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an indemnitee of the School in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances;
- and

(b) before any advance is made, the indemnitee will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the indemnitee is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond the School's power to indemnify the agent under law.

## ARTICLE VII

### MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the School shall end June 30 of each year.

Section 2. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the School inscribed thereon and shall contain the words "Corporate Seal" and "California" and the year the School was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the School's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4. Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the School may be adopted, amended or repealed in whole or in part by the Board of Directors, subject to Article III, Section 14(b).

Section 5. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

|                      |                   |
|----------------------|-------------------|
| Adopted              | December 18, 2001 |
| Amended and Restated | October 2, 2012   |

**CERTIFICATE OF SECRETARY**

The undersigned does hereby certify as follows:

1. That I am the duly elected and acting Secretary of OAKLAND SCHOOL FOR THE ARTS, a California Nonprofit Public Benefit Corporation.

2. The foregoing bylaws constitute the bylaws of said corporation as duly adopted by the Board of Directors on October 2, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 4<sup>th</sup> day of December, 2012.

  
\_\_\_\_\_  
Adrienne Hogg, Secretary