

UNDER CONSTRUCTION EDUCATION NETWORK, INC.,

a California Non-Profit Corporation
D.B.A. Oasis Public Charter School

FOURTH AMENDED BYLAWS OF

Under Construction Educational Network, Inc.,
A California Nonprofit Public Benefit Corporation

Article I - Name

The name of the Corporation is Under Construction Educational Network, Inc., referred to hereafter as UCEN.

Article II - Authority

UCEN, formerly named “All Children for Tomorrow” was formed by Barbara Blalock on July 26, 1998. Authority was passed to the Board of Directors on March 27, 2000. The Board of Directors officially changed the name of the Corporation on April 27, 2000.

Article III - Purpose

The purpose of the Corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also, in the context of these purposes, 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) 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. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IV - Offices

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business is located at 1135 Westridge Parkway, Salinas, in Monterey County, California.

Section 2. Other Offices

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

Article V - Members

There are no members of this Corporation.

Article VI - Directors

Section 1. Number

The Board of Directors (“Board”) shall be no less than three (3) and no more than five (5) members unless changed by amendments to these Bylaws. The Board of Directors should be a mix of community members and parents with no more than two (2) current parents on the Board at a given time. All directors shall have full voting rights, including any representative appointed by the chartering authority as consistent with Education Code Section 47604(c). If the chartering authority designates a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members.

Section 2. Powers

The Board of Directors shall have all the powers, duties and responsibilities as given by law, and all powers normally given to the members. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 3. Terms

Each director shall hold office unless otherwise removed from office in accordance with these Bylaws for four (4) years and until a successor director has been designated and qualified.

Section 4. Appointment

All directors, except for the representative designated by the chartering authority, shall be appointed at the annual meeting in June by a majority vote of the seated directors. At the Board meeting prior to the Annual Meeting, the Governance Committee shall present the names of candidates for appointment to the Board.

Section 5. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director; (2) if the Board of Directors declares by resolution of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (3) whenever the number of authorized directors is increased; and (4) the failure of a director to attend three (3) meetings in a fiscal year without approval of the President.

Any director may resign effective upon giving written notice to 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.

The President shall propose Board candidates for Board appointed seats following consultation with the Governance Committee. All directors, except for the representative appointed by the chartering authority, shall be appointed by majority vote of the Board or, if the number of directors then in office is less than a quorum, by (1) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or, or (2) a sole remaining director. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority.

A person appointed to fill a vacancy shall serve for the remainder of the unexpired term and until a successor director has been designated and qualified.

Section 6. Removal

Any director, except for the representative appointed by the chartering authority, may be removed, with or without cause, by an affirmative two-thirds (2/3) vote of the directors then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and such removal are given in compliance with the provisions of the Ralph M. Brown Act (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) as said chapter may be modified by subsequent legislation ("Brown Act"). The representative designated by the chartering authority may be removed without cause by the chartering authority or with the written consent of the chartering authority.

Section 7. Compensation

Directors shall serve without compensation but may receive reasonable advancement or reimbursement of expenses incurred in the performance of regular duties in accordance with the provisions of adopted policies.

Section 8. Restriction Regarding Interested Directors

No persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- a. Any person who is 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 reimbursement 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.

Section 9. Place of Meetings

A. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board. The Board of Directors may also designate that a meeting be held at any place within the physical boundaries of the county in which the charter school is located. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act. A two-way teleconference location shall be established at each schoolsite.

- B. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with¹:
- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which that charter school or schools are located ;
 - b. All votes taken during a teleconference meeting shall be by roll call;
 - c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
 - d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public, shall be listed on the agenda; and members of the public shall be provided with an opportunity to address the Board of Directors directly at each teleconference location²;
 - e. Members of the public must be able to hear what is said during the meeting; and
 - f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call³.
- C. The Board shall adopt a regular Board meeting schedule at the annual Board meeting. The regular Board meeting schedule may be revised as necessary by the Board of Directors. The President shall have the authority to reschedule a regular meeting as necessary to establish a quorum of directors. Regular meetings of directors shall be held once each month with the May meeting designated as the Corporation's Annual Meeting.
- D. Special meetings of the Board of Directors may be called by the President or by a majority of the Board. If a President has not been elected then the Vice-President is authorized to call a special meeting in place of the President. The party calling a special meeting shall determine the place, date, and time thereof.
- E. Regular meetings of the board may be held with seventy-two (72) hours' notice in compliance with the Brown Act. The Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.
- F. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours' notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

¹ Pursuant to Government Code Section 54953, the Corporation may use teleconferencing without complying with the requirements of paragraphs (a), (c), and (d) if the Corporation complies with the requirements of Section 54953(e).

² This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

³ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

The notice of special meeting shall state the time of the meeting, the place, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

- G. A quorum for the transaction of business shall consist of a majority of the director then in office. All acts or decisions of the Board of Directors, except as otherwise provided in these Bylaws, will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at the inception of any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.
- H. Meetings of the Board of Directors shall be presided over by the President. In his or her absence, the meeting shall be presided over by the Vice President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the President shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order 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.

Section 10. Non-Liability of Directors

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

Section 11. Indemnification By Corporation of Directors, Officers, Employees and Other Agents

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any 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," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code

Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 12. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

Article VII - Officers

Section 1. Officers

The officers of the Corporation shall be a President, a Vice-President, Secretary, Treasurer and an Executive Director. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Executive Director.

Section 2. Qualification, Election and Term of Office

Any board member in good standing may serve as an officer of this Corporation. A slate of Officers shall be presented for consideration by the Governance Committee at the Board meeting prior to the annual meeting. Officers shall be elected by the Board of Directors at the annual meeting in June and shall hold office for one year.

Section 3. Removal and Resignation

Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause an affirmative two-thirds (2/3rd) vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. 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.

Section 4. 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 that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Duties of the President caused by a vacancy shall be fulfilled by the Vice President until the next election cycle.

Section 5. Duties

The duties of each officer shall be those normally incident to such office and other duties as assigned or designated by the Board.

A. President

The President shall preside at all meetings of the Board of Directors. 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. The President shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

B. 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 may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

C. Secretary

The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the Corporation or at 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. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. 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.
- e. Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request of the Articles of Incorporation, Bylaws and the minutes of the proceedings of the directors of the Corporation.
- f. Shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

D. Treasurer

The Treasurer shall:

- a. Oversee the preparation of and adherence to an annual budget. The fiscal year shall be July 1 to June 30.
- b. Serve on the Board Finance Committee and present quarterly reports to the Board.
- c. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions.
- d. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.

- e. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- f. Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate.
- g. Disburse the Corporation's funds as the Board of Directors may order.
- h. Render to the President, Chair, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and
- i. Have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

E. Executive Director

The Executive Director shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The Executive Director shall have such other powers and duties as the Board of Directors or the Bylaws may require.

Article VIII - Committees

Section 1. Committee of the Board of Directors

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Fill vacancies on the Board of Directors or any committee of the Board;
- b. Amend or repeal bylaws or adopt new bylaws;
- c. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal; or
- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board.

Section 2. Advisory Committees

The Board may also create one or more advisory committees composed of directors and non-directors. The Board shall be authorized to appoint such committees as it deems necessary.

- A. All Committee Chairs shall be appointed by the President with the advice and consent of the Board. They shall serve one-year terms and may serve up to three (3) terms.

- B. Committee members shall be appointed by the Committee Chair, with the advice of the Governance Committee.
- C. Committee members (except as designated below) do not need to be members of the Board, however, every committee shall have at least one (1) Board Member. Non-Board members may serve on only one (1) committee at a time.
- D. All committees may include, as non-voting members, experts in any given field of knowledge needed for the functions of that committee.
- E. Committees shall act in an advisory capacity only to the Board.

Section 3. Standing Committees

Governance

- A. The Governance Committee shall be composed of not less than three (3) Board Members and shall not include any non-Board members;
- B. The committee shall act as a recruitment and nominations committee and make nominations for Board Members and Officers and recommendations to fill vacancies.
- C. The committee shall also be responsible for the on-going training, mentoring and monitoring of the Members of the Board of Directors and ensuring their engagement and accountability. Additionally, the committee shall track Board terms.

Finance

- A. The Finance committee shall include at least two (2) Board Members, one being the Treasurer who shall not be the Chair of the committee.
- B. The committee shall meet monthly, and at other times as needed, to review the finances and provide budget oversight. They shall work with any and all accountants or outside counsel and deliver quarterly reports to the full Board.
- C. The committee shall be responsible for the Corporation's fiscal policies and practices.
- D. The committee shall recommend investment of funds as needed to safeguard and maximize the return on such funds.
- E. When appropriate, the Finance Committee will cooperate with the Audit Committee, including recommending auditing firms.

Section 4. Meetings and Action of Committees

Meetings and actions of committees of the Board of Directors and advisory committees shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as

long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Article IX - Execution of Instruments

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 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 to render it liable monetarily for any purpose or in any amount.

Article X - Contracts with Directors and Employees

The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

The Corporation shall not enter into a contract or transaction in which an employee directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

Article XI - Maintenance of Corporate Records

The Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

Article XII - Inspection Rights

Section 1. Directors Right to Inspect

Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary, as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

Section 2. Maintenance and Inspection of Articles of Incorporation and Bylaws

The Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

Article XIII - Required Reports

Section 1. Annual Reports

The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- 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;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. Annual Statement of Certain Transactions and Indemnifications

The Corporation will comply with Corporations Code section 6322.

Article XIV - Bylaws

Section 1. Adoption of Bylaws

These amended Bylaws shall become effective upon approval of the Board.

Section 2. Amendments to Bylaws

These Bylaws may be amended by an affirmative two-thirds ($2/3^{\text{rd}}$) vote of the seated Board at any meeting provided the amendments have been submitted to the members of the Board at the meeting prior to the voting meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Under Construction Educational Network, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of pages, are the Bylaws of the Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

_____, Secretary