



AMENDED AND RESTATED

BYLAWS

OF

OAKLAND SCHOOL FOR THE ARTS

Approved by Board Majority June 5, 2023

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**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 (“OSA” or the “School”) shall be located within the State of California, at such place as the Board of Directors (“Board”) 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 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. 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. Powers of the 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 (“OUSD”), the School’s 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. The Board may delegate the management of the activities of the School to any person or persons, non-profit 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 4(b) of this Article III;

(b) Appoint, evaluate, and remove, at the pleasure of the Board, the Executive Director of the School and all other corporate officers, agents, and employees, prescribe powers and duties for them as are consistent with the law, fix their compensation, and require from them security for faithful service;

(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 and incur indebtedness on the School's behalf, and cause to be executed and delivered for the School's purposes, in the School's name, 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 and Qualifications of Directors.

(a) 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.

(b) Three (3) of the Directors shall be nominated through the OSA parent organization from among the parents or guardians of currently enrolled OSA students, and specifically elected as "Parent Representative Directors" as set forth in the OSA charter. The OSA parent organization shall work in partnership with the School to recruit and nominate qualified Parent Representative Directors from the OSA parent Community. Failure to elect or have three (3) Parent Representative Directors serving on the Board shall not affect the validity or enforcement of any transaction entered into by the School.

Section 3. Student Board Representatives. Two Student Representatives will serve on the Board in non-voting capacities. For the avoidance of doubt, the Student Representatives shall not be considered Directors for purposes of the provisions of these Bylaws or any other purpose. One Student Representative will be OSA's elected student body president and the other a current OSA student in good standing who is nominated by OSA's Board of Students of Color, subject to reasonable eligibility criteria established by the staff of the School. The term of each Student Representative shall be one year or, if earlier, until the Student Representative is no longer enrolled or ceases to be in good standing at the School.

Section 4. Election and Term of Office. Except as provided in Section 4(b) of this Article III, Directors shall be elected at each annual meeting of the Board, which will be the first meeting of the school year, provided however that Directors may also be elected at other meetings on an as-needed basis. Directors shall be representative of the various groups interested in the success of the charter school, which may include parents, community members, and members of the arts community. Each elected director shall hold office for a term of (3) three years and until a successor is elected and qualified.

(a) 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, and 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) Consistent with Section 47604(b) of the California Education Code, OUSD shall have the right, but not the obligation, to appoint one (1) Director to the Board. OUSD-designated Directors may be appointed, removed and/or replaced at any time-at the pleasure of OUSD.

(c) Restriction on Interested Persons as Directors. Except as specifically required by the Charter Schools Act or other applicable law, no persons serving as Directors may be "interested persons." For purposes of this restriction, an "interested person" is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time 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 such a person.

Section 5. 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, provided that no Director may resign except on notice to the California Attorney General pursuant to Section 5226 of the California Nonprofit Public Benefit Corporation Law if the School would thereby be left without any duly elected Director or Directors. If a Director's resignation is effective at a later date, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 6. Removal. Any elected director may be removed by the Board at any time, with or without cause, by a majority vote of the Directors then in office.

Section 7. Leaves of Absence.

(a) Any Director may request a leave of absence for a limited period of time, subject to approval by the Board at a regular or special Board meeting.

(b) If any Director is placed on Administrative Leave from concurrent employment as a School employee, they shall also be automatically placed on a leave of absence from their Director role while in such Administrative Leave status.

(c) When any Director is granted or placed on a leave of absence, for the term of that leave the number of authorized Directors shall be reduced by one for purposes of determining whether a quorum is or is not present.

Section 8. Vacancies. A vacancy on the Board shall be deemed to exist on the occurrence of (1) the death, resignation or removal of any Director, (2) the declaration by resolution of the Board 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, or (3) an increase in the authorized number of Directors. Other than a vacancy created by the death, resignation or removal of an OUSD-designated Director, 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. 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. A Director who has been approved for or placed on a leave of absence from the Board shall be deemed inactive for purposes of a quorum but such inactive status does not constitute a vacancy on the Board.

Section 9. Place of Meetings. Meetings of the Board may be held at the School's principal location or at any other reasonably convenient place as the Board may designate within Alameda County, per Section 47604.1 of the California Education Code, or as specified in any applicable California public meeting laws.

Section 10. Annual Meetings. The Board shall hold an annual meeting, which will be the first meeting of the school year. At this meeting the Board shall elect Directors and officers, confirm the schedule for regular meetings, and conduct all other business as may properly come before the Board.

Section 11. 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 12. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair or a majority of Directors.

Section 13. Notice of Meetings.

(a) Notice of special and annual meetings of the Board 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 to Directors when deposited in the United States 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 Director or to a person whom it is reasonably believed will communicate it promptly to the Director, or to a telephone message recording system.

(c) 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, 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.

(d) 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 Executive Director 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 14. Quorum and Action of the Board.

(a) A majority of the Directors then in office 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, provided however that a quorum shall never be less than the greater of (i) 1/5 of the number of Directors most recently authorized pursuant to Article III, Section 2 of these Bylaws or (ii) two Directors. 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 require a 2/3 majority of the Directors most recently authorized pursuant to Article III, Section 2 of these bylaws:

- (1) Appointment and removal of the Executive Director; and
- (2) Amendment or repeal of these Bylaws.

(c) Each Director shall have one vote on each matter presented to the Board for action. No Director may vote by proxy.

(d) The School shall not enter into any contract or transaction in which any Director directly or indirectly has a material financial interest (nor shall the School enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the School's Directors are also Directors and have a material financial interest), provided however that this restriction shall not bar the School from entering into any contract or transaction that is specifically authorized by the Charter Schools Act or Educational Employment Relations Act (EERA).

Section 15. Teleconference Meetings. 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 with:

(a) At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the granting agency in which the Corporation operates;

(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 and shall be listed on the agenda;

(e) Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and

(f) Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

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. Director Compensation. Directors shall not be compensated for their services as Directors, except for payment or reimbursement of pre-approved and reasonable expenses incurred in connection with such services such as costs to attend Board or committee meetings.

ARTICLE IV

COMMITTEES

Section 1. Board Committees. The Board 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 which by its express terms is not amendable or able to be repealed;

(g) Create any other Board Committees or appoint the members of any Board Committees;

(h) Remove any Director;

(i) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the School; or

(j) Approve any contract or transaction to which the School is a party and in which any Director then in office has a material financial interest.

Section 2. Advisory Committees. The Board 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.

(c) The Board 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 Board shall be a Chair, Secretary, and Treasurer. The Board may also have, at the discretion of the Board, one or more Vice Chairs, one or more Assistant Secretaries, one or more Assistant Treasurers, and/or such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article V. 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 Board (except such officers as may be elected or appointed in accordance with the provisions of Section 3 or 5 of this Article V), shall be chosen annually by, and shall serve at the pleasure of, the Board.

Section 3. Subordinate Officers. The Board may elect, and may empower the Chair to appoint, such other officers as the business of the Board 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 Chair from time to time may determine.

Section 4. Removal and Resignation.

(a) 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.

(b) Any officer may resign at any time by giving written notice to the Board without prejudice to the rights, if any, of the Board 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. Unless otherwise specified therein, the resignation need not be accepted to be effective.

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

Section 7. 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 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 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the School or such other place as the Board 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 also give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws, 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 9. 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 also deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the School with such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be dispersed 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 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 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.

Section 3. Checks, Notes and Contracts. The Board 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 evidence 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, Charter Schools Act, and other laws applicable to California Charter schools (including but not limited to the California Political Reform Act and Section 1090 *et seq.* of the California Government Code) as then in effect shall apply.

Adopted December 18, 2001

Amended and Restated June 10, 2015

Second Amendment March 27, 2019

Third Amendment June 8, 2023

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 amended bylaws of said corporation as duly adopted by a 2/3 majority vote of the Board of Directors on June 8, 2023.

3. These amended and restated bylaws were adopted at a properly noticed open meeting, held at the Oakland School for the Arts DVM Building, 2018 San Pablo Ave., Oakland, California.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ____ day of _____.

Secretary