BYLAWS OF THE
OAKLAND MILITARY INSTITUTE COLLEGE PREPARATORY ACADEMY
(a California Non-Profit Public Benefit Corporation)

ARTICLE I
General Provisions

1. **Name.** The name of this corporation is Oakland Military Institute College Preparatory Academy.

2. **Legal Status.** This corporation is chartered by the Oakland Unified School District pursuant to the California Charter Schools Act of 1992, as amended. Its Articles of Incorporation were filed with the Secretary of State on May 24, 2000.

3. **Founder.** The Founder of Oakland Military Academy College Preparatory Academy is Edmund G. “Jerry” Brown, Jr., hereinafter referred to as the Academic Advisor.

4. **Principal Offices of the Corporation.** The principal office for the transaction of the activities and affairs of this corporation is located at 3877 Lusk Street, Oakland, in Alameda County, California, 94608. The Board of Directors may change the location of the principal office and this section may be amended to state the new location.

5. **Other Offices of the Corporation.** The Board may at any time establish branch offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II
General and Specific Purpose; Limitations

1. **General and Specific Purposes.** The purpose of this corporation is to manage, operate, guide, direct, and promote the Oakland Military Institute, College Preparatory Academy (a California public charter school formed and organized pursuant to Education Code section 47600 et seq. as outlined in the Articles of Incorporation.)

2. **Mission.** The mission of the Oakland Military Institute College Preparatory Academy is to provide a structured and rigorous academic program where cadets develop as leaders, scholars, critical thinkers, and citizens. Through a military framework the school inspires honor and pride within its cadets, cultivating lifelong respect, confidence and appreciation for others. Upon high school graduation cadets will have completed the requirements for admission to the California State University and University of California systems.
3. **Limitations.** Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purpose 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.

**ARTICLE III**

**Dedication of Assets**

1. **Dedication of Assets.** This corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Oakland Military Institute, College Preparatory Academy charter. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation.

2. **Dissolution.** Upon the dissolution or winding up of the corporation, its assets remaining after payment of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation, or association which is organized and operated exclusively for educational, public, or charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE IV**

**Corporation Without Members.**

1. **Corporation without Members.** This corporation shall have no voting statutory members within the meaning of the nonprofit corporate Law Section 5056. The corporation’s Board of Directors may, at its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

**ARTICLE V**

**Board of Directors**

1. **General Powers.** Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law, the corporation’s Articles of Incorporation, the Charter Schools Act of 1992, these bylaws, and any other applicable laws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the corporation’s activities to any
person(s), management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

2. **Specific Powers.** Without prejudice to the general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

a. To select and remove all of the officers, agents, and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with the law, the corporation's Articles of Incorporation, or these Bylaws; and to fix their compensation.

b. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation, or these Bylaws as it deems best.

c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time as it deems best.

d. To 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 evidence of debt and securities therefore.

e. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust.

f. To acquire 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 real and personal property.

g. To assume any obligations, enter into any contracts or other instruments, and to do any and all things incidental or expedient to the attainment of any corporate purpose.

h. To carry out such other duties as are described in the charter of Oakland Military Institute, College Preparatory Academy.

3. **Number and Determination of Directors.** The Board of Directors shall consist of at least three (3) but no more than twelve (12) Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.
a. A candidate must be at least eighteen (18) years of age to serve on the Board.

b. To serve on the board, individuals must be nominated by a current Board member and elected to the Board by a majority of current Board members.

c. Recommendations of individuals for potential nomination and election to the Board shall be solicited from both the Academic Advisor and the Military Advisor, who is the then-current Adjutant General of the State of California.

d. Notwithstanding the above subsections, the governing board of the Oakland Unified School District is entitled to a single representative on the Board of Directors, pursuant to California Education Code section 47604(b), as the school district which has granted OMI its charter.

4. **Term of Office for Directors.** Each Director shall hold office unless otherwise removed from office in accordance with these Bylaws for two (2) years and until a successor Director has been designated and qualified. There shall be no limit to the number of terms an individual may serve on the Board.

5. **Restriction on Interested Persons as Directors.** No more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An “interested person” is (a) any person compensated by the corporation for services rendered to it within the previous twelve (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; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

6. **Events Causing Vacancies on the Board.** A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the seat 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 Non-Profit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) an increase in the authorized number of Directors.

7. **Resignation of Directors.** Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director’s resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.
7.1. Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

8. **Removal of Directors.** Any Director may be removed, with or without cause, by the vote of three fourths of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Brown Act (Chapter 9 - commencing with Section 54950 - of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a Director shall be filled as provided in Section 3.b above.

9. **Vacancies Filled by Appointment.** Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the board, or (b) a sole remaining Director.

10. **No Vacancy on Reduction of Number of Directors.** Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.

11. **Place of Board Meetings.** Meetings of the Board shall be held at the principal office of the corporation. The Board of Directors may also designate that a meeting be held at any place within the boundaries of the territory of the Oakland Unified School District [Govt. Code Section 54954(b)]. Requiring Board meetings to be held within the boundaries of the Oakland Unified School District shall not interfere with the duty of the Oakland Military Institute College Preparatory Academy to admit all students within the State of California who wish to attend the school nor shall admission be determined according to the place of residence of the pupil or of his or her parent or guardian [Education Code Section 47605(d)]. All meetings of the Board of Directors shall be called, held, and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950 et seq., as said chapter may be modified by subsequent legislation.

12. **Meetings by Telephone or Other Telecommunications Equipment.** 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 territory of the Oakland Unified School District [Govt. Code Section 54954(b)];

   b. All votes taken during the 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;

f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their names when entering the conference call.

12. **Annual Meetings.** The Board shall hold an annual meeting for the purposes of organization, selection of Directors and Officers, and the transaction of other business. The annual meeting requirement may be satisfied at a regular Board meeting. This meeting shall be held at a date, time, and place as noticed by the Board of directors in accordance with the Brown Act.

13. **Regular Meetings.** Regular meetings of the Board, including the annual meeting, shall comply with all applicable notice and open meeting provisions of the Brown Act (Government Code section 54950, et seq.). At least 72 hours before a regular meeting 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.

14. **Special Meetings.** Special meetings of the Board for any purpose(s) may be called at any time by the Chairman of the Board, the President, or the Secretary. The party calling a special meeting shall determine the place, date, and time thereof. 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 posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting in the following manner:

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 the purpose 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, including e-mail, 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.

c. The notice of special meetings shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, 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.

15. Quorum. A majority of current number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Non-Profit Public Benefit Corporation Law, or other applicable statutes, including without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorship, (c) creation of and appointment to committees of the Board, and (d) indemnification of Directors.

16. Voting by Proxy. Only Directors are authorized to cast their own votes. There are no proxy votes.

17. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of time and place of holding an adjourned meeting shall be given before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment and to the public in the manner prescribed by any applicable public open meeting law.

18. Public Notice of Meetings. Notwithstanding any other requirement contained in these Bylaws, all meetings of the Board of Directors of the corporation shall be held in compliance with all applicable requirements of the California Ralph M. Brown Act (Government Code 54950, et seq.)

19. Standard of Care. A Director shall perform all duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith in a manner which the Director believes to be in the best interests of the corporation and which such care, including the duty to make
reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented 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 to be within such person’s professional or expert competence; or

c. A committee of the Board upon which the director does not serve as to matters within its designated authority, provided that the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

d. Experts 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, and 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 were contributed to the corporation.

20. **Compensation and Reimbursement.** Directors and members of committees of the Board shall serve without compensation. Directors may be reimbursed for expenses incurred in furtherance of actions as a Director, at rates established by resolution of the Board.

21. **Non-Liability of Directors.** No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

22. **Compliance with Laws Governing Student Records.** Oakland Military Institute, College Preparatory Academy and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232 g, and attendant regulations as they may be amended from time to time.

**ARTICLE VI**

**Committees**

1. **Creation of Powers.** The Board by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of
two or more Directors, and no one who is not a Director, to serve at the pleasure of the Board. Appointment to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee who may replace any absent member at any time. Any such committee shall have all of the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

(a) Fill vacancies on the Board or any committee of the Board;

(b) Fix compensation of the Directors for serving on the Board or on any committee;

(c) Amend or repeal bylaws or adopt new bylaws;

(d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(e) Create any other committee of the Board or appoint the members of committees of the Board;

(f) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or

(g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest.

2. **Meetings and Actions of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, other Board action, and the Brown Act, if applicable, to the particular committee, 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 resolution or, if none, by resolution of the committee. Minutes of such meetings shall be kept and filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

3. **Non-director Participation in Committees.** At the discretion of a quorum of the Directors on the committee, and consistent with the provisions of the Brown Act and these Bylaws, employees of Oakland Military Institute, College Preparatory Academy and members of the public may participate in committee discussions and activities in an advisory capacity.

4. **Standing Committees.** The Board shall establish the following standing committees:
(a) Governance Committee, which shall have oversight of Oakland Military Institute, College Preparatory Academy’s governing documents, to include the Charter, the Articles of Incorporation, and the Bylaws. The Governance Committee shall also identify, recruit, and nominate persons to serve as members of the Board of Directors and as Officers of the corporation.

(b) Operations Committee, which shall have oversight of matters affecting students, parents, school employees, facilities, and the community.

(c) Finance Committee, which shall have oversight of budgets, audits, and the obtaining and disbursing of funds. The Treasurer of the Board of Directors shall be the chair of the Finance Committee.

(d) Such other committees as the Board determines helpful to further its purpose to manage, operate, guide, direct and promote Oakland Military Institute, College Preparatory Academy.

ARTICLE VII
Officers of the Corporation

1. Offices Held. Consistent with the California Corporate Code, and the California Non-Profit Public Benefit Corporation Law, Oakland Military Institute College Preparatory Academy shall have the following officials:

(a) Officers.

(i) Chairperson of the Board. The Chairperson shall preside at the Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

(ii) Vice Chairperson of the Board. In the absence of the Chairperson, or in the event that the Chairperson is unable to perform the duties of the position, the Vice Chairperson of the Board shall preside at the Board meetings and exercise such other powers and duties as the Board may assign from time to time.

(iii) Secretary. The Secretary shall keep, or cause to be kept, at the corporation’s principal office or such other place as the Board may direct, a book of the minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, general, or special, and, if special, how authorized, the notice given, and the names of persons present at Board and Committee meetings.
The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board that these Bylaws require to be given.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or Bylaws may require.

(iv) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation’s properties and transactions. The Treasurer shall be the chair of the Finance Committee.

(b) Other Officials.

(i) Superintendent. The Superintendent shall be the chief executive officer and general manager of the corporation and shall supervise, direct, and control the corporation’s activities, affairs, and employees as fully described in any applicable employment contract, agreement, or position specification. The Superintendent shall have such other powers and duties as the Board or the Bylaws may require.

(ii) Director of Business Services. The Director of Business Services shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Director of Business Services shall (i) 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 may designate; (ii) disburse the corporation’s funds as the board may order; (iii) render to the Chairperson of the Board, the Board, and the Superintendent, when requested, an account of all transactions and of the financial conditions of the corporation; and (iv) have such powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the Director of Business Services shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for good faith performance of the
duties of the office and for the restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Director of Business Services on his or her death, resignation, retirement, or removal from the office.

2. **Duplication of Office Holders.** Any number of offices may be held by the same person, except that neither the Secretary, nor the Treasurer may serve concurrently as either Chairperson of the Board or President.

3. **Election of Officers.** The officers of this corporation, except any appointed under Article VII, Section 4 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the right of any Officer under any employment contract. If the Board fails to appoint new Officers annually, current Officers shall continue in their full official capacity until such time as an appointment is made.

4. **Appointment of Other Officers.** The Board may appoint and authorize the Chairperson of the Board, the Superintendent, or another Officer to appoint any other Officers that the corporation may require. Each appointed Officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

5. **Removal of Officers.** Without prejudice to the right of any Officer under an employment contract, the Board may remove any Officer with or without cause.

6. **Resignation of Officers.** Any Officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the Officer is a party.

7. **Vacancies in Office.** 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 normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

**ARTICLE VIII**
**Contracts With Directors and Officers**

1. **Contracts with Directors and Officers.** The corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest, nor any other corporation, firm, association, or other entity in which one or more of the corporation’s Directors have a material financial interest, unless a majority of the Board approves of such contract or transaction.
The Director affected shall not participate in discussion or voting on the contract or transaction.

**ARTICLE IX**

**Contracts With Non-Director Designated Employees**

1. **Contracts with non-Director designated employees.** The corporation shall not enter into a contract or transaction, except for employment, in which a non-director designated employee (e.g. Officers and other key decision-making employees) directly or indirectly has a material financial interest.

**ARTICLE X**

**Loans to Directors and Officers**

1. **Loans to Directors and Officers.** The corporation shall not lend money or property or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director of Officer would be entitled to reimbursement for such expenses by the corporation.

**ARTICLE XI**

**Indemnification**

1. **Indemnification.** To the fullest extent permitted by law, this corporation may indemnify its Directors, Officers, employees, and other persons described in Corporation Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred by them in connection with any “proceedings” as that term is used in that section and including an action by or in the right of the corporation by the reason of the fact that the person is or meaning as in that section of the Corporations Code.

2. **Standard of Conduct.** Upon written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c) the Board 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 shall authorize indemnification.

**ARTICLE XII**

**Insurance**

1. **Insurance.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors,
employees, and other agents, to cover any liability asserted against or incurred by an Officer, Director, employee, or agent in such capacity or arising from the Director's, Officer's, employee's, or agent's status as such.

ARTICLE XIII
Maintenance of Corporate Records

1. Maintenance of corporate records. This 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.

(c) Such reports and records as are required by law.

ARTICLE XIV
Required Reports

1. Annual reports. The Board shall cause an annual report to be sent to Directors within 120 days after the end of the corporation's fiscal year. The report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including trust funds if any, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, if any;

(c) The corporation's revenue and receipts, both unrestricted and restricted to particular purposes;

(d) The corporation's expenses and disbursements for both general and restricted purposes;

(e) 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; and

(f) Any other information required under these Bylaws.

This requirement of an annual report shall not apply if the corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing.
2. Annual Statement of Certain Transactions and Indemnifications. As part of the annual reports to all Directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation’s fiscal year, annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation or its parent or subsidiary was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more that $50,000 or was one of several transactions with the same interested person involving in the aggregate more than $50,000. For this purpose, an “interested person” is either:

(1) Any Director or Officer of the corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of the interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interested partnership need be stated.

(b) Any indemnification or advances aggregating more than $10,000 paid during the fiscal year to any Officer or Director of the corporation under Article X and XI of these Bylaws, unless that indemnification already has been approved by the Directors under Corporations Code Section 5238(c)(2).

ARTICLE XV
Other Provisions

1. Validity of Instrument. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person shall be valid and binding on the corporation when signed by the Chairperson, the Vice Chairperson, the Superintendent, the Vice President (if any), the Secretary, or the Treasurer unless the other party has actual knowledge that the signing officer had no authority to execute the same. Any such instruments may be determined by the Board and, unless so authorized by the Board, no Officer, employee, or agent shall have any power or authority to bind the corporation by any contract or
engagement, to pledge its credit, or to render it liable for any purpose or amount.

2. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Non-Profit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires and the word “person” includes both the corporation and a natural person. The captions and headings of these Bylaws are for convenience and reference only and are not intended to limit or define the scope or effect of any provision.

3. **Fiscal Year.** The fiscal year of the corporation shall begin on July 1st, and end on June 30th of each year.

4. **Interpretation of Charter.** In any instance in which the provisions of these Bylaws are in conflict with the provisions of the Charter of Oakland Military Institute, College Preparatory Academy, the provisions of the Charter of Oakland Military Institute, College Preparatory Academy shall control.

5. **Amendment of Bylaws.** These Bylaws will be reviewed at least every four years and shall be documented as to the date of such review. These Bylaws may be amended through majority action of the existing Board.

6. **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, if any, as permitted by California and federal law. 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. The 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 education records under the Family Educational Rights and Privacy Act – “FERPA” - pertaining to access to books, records, and documents.)

7. **Accounting Records and Minutes.** On written demand on the corporation, any Director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for purposes reasonably related to the Director’s interest as a Director. Any such inspection and copying may be made in person or by the Director’s agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

8. **Maintenance and Inspection of Articles and Bylaws.** This corporation shall keep at its principal California office the original or a copy of the Articles of
Incorporation and the Bylaws, as amended to the current date, which shall be open to inspection by the Directors at all reasonable times during office hours.

ARTICLE XVI
Conflicts of Interest

1. The Oakland Military Institute, College Preparatory Academy and the Board of Directors shall follow all federal and state laws governing conflicts of interest applicable to nonprofit corporations and California public charter schools. In addition, the Oakland Military Institute, College Preparatory Academy and the Board of Directors shall adopt a Conflict of Interest policy that shall specifically address limitations on both board members and pertinent staff. Upon its adoption, this conflict of Interest policy shall govern all subsequent Board members and staff and shall remain in effect until amended or repealed by Board action.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Oakland Military Institute College Preparatory Academy, a California nonprofit public benefit corporation; that these Bylaws consisting of 17 pages are the Bylaws of this corporation adopted by the Board of Directors on FEBRUARY 13, 2012, and that these Bylaws have not been amended or modified since that date.

Executed on MARCH 12, 2012 at OAKLAND, California.

William J. Bowen
Secretary