

BYLAWS
of
OCEAN CHARTER SCHOOL
a California nonprofit public benefit corporation

I. MEMBERSHIP

The Corporation has no members. The rights which would otherwise vest in the members vest in the directors of the Corporation (hereinafter "Trustees") of OCEAN CHARTER SCHOOL (hereinafter "OCS"). Actions which would otherwise require approval by a majority of all members or approval by the members, requires action taken by the Board of Trustees (hereinafter "Board").

II. BOARD OF TRUSTEES

A. Powers

The Board shall conduct or direct the affairs of OCS and exercise its powers, subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation and these Bylaws. The Board may delegate the management of the activities of OCS to others, so long as the affairs of OCS are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Trustees.
2. To select and remove officers, agents and employees of OCS; to prescribe powers and duties for them; and to fix their compensation.
3. To conduct, manage and control the affairs and activities of OCS, and to make rules and regulations.
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes or promoting the interests of OCS.
5. To act as trustee under any trust incidental to OCS's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
6. To 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.
7. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

8. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.
9. To indemnify and maintain insurance on behalf of any of its Trustees, 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 California Nonprofit Public Benefit Law and the limitations noted in these Bylaws.
10. To develop, approve, modify or otherwise determine the curriculum, vision, extra-curricular activities, policies and procedures of the school.

B. Number of Trustees

The number of Trustees of OCS in office shall be not less than 7 or more than 15. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws. If the number of Trustees in office should ever fall below 7, the Board shall promptly appoint additional Trustees so as to bring the number to 7.

C. Selection of Trustees

1. Selection. By resolution, the Board may establish multiple methods by which Trustees are selected, and it may restrict eligibility for certain Trustee positions to individuals with defined characteristics. All Trustees, except for the representative designated by the chartering authority shall be appointed by the existing Board of Trustees. The Parent Collective Coordinator of Fundraising shall serve as an ex officio member of the Board, subject to the approval of a majority of the Trustees.
2. Term. The standard term for newly appointed or elected Trustees other than the Parent Collective Coordinator of Fundraising shall be the remainder of the fiscal year in which that Trustee is appointed plus two additional fiscal years. Subsequent terms for all Trustees shall be no longer than three fiscal years. The term of the Parent Collective Coordinator of Fundraising shall coincide with that Trustee's respective term of office as the Parent Collective Coordinator of Fundraising. The selection of Trustees shall be staggered over time so that the term of approximately one-third of the Trustees then in office shall expire at the end of each OCS fiscal year. To ensure this is possible, in the event that a Trustee resigns or is removed from office prior to the expiration of that Trustee's term, the Board may select a Trustee to complete the rest of that term rather than for a new standard term. The Secretary shall be responsible for maintaining a current roster of Trustees and their individual terms of service.
3. Changes. The Board shall determine and approve any changes to the size, structure, rules, eligibility, or other powers and responsibilities of the Board.

D. Removal of Trustees

The Board may remove a Trustee, except for the representative appointed by the chartering authority, without cause as by a two-thirds majority vote of the Board of Trustees 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”). Any vacancy caused by the removal of a Trustee shall be filled as provided in Section F. 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.

E. Resignation by Trustee

A Trustee may resign by giving written notice to the Chairperson or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. A Trustee may not resign if the Trustee's resignation would leave OCS without a duly elected Trustee in charge of its affairs, without first giving notice to the California Attorney General.

F. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon a Trustee's death, or the declaration by resolution of the Board of Trustees of a vacancy in the office of a Trustee 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. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

Vacancies on the Board of Trustees, except for the representative appointed by the chartering authority and the Parent Collective Coordinator of Fundraising, may be filled by approval of the Board of Trustees or, if the number of trustees then in office is less than a quorum, by (a) the affirmative vote of a majority of the trustees then in office at a regular or special meeting of the Board, or (b) a sole remaining Trustee. A vacancy in the seat of the representative of the chartering authority shall be filled by the chartering authority. As an ex officio member of the Board, a vacancy in the seat of the Parent Collective Coordinator of Fundraising shall be filled through the Parent Collective Election process, subject to the approval of a majority of the Trustees.

G. Compensation of Trustees

Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting OCS business as the Board of Trustees may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

OCS's principal office shall be at 12870 Panama Street, Los Angeles, California or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

IV. MEETINGS OF THE BOARD

A. Place of Meetings

Board Meetings shall be held at OCS's principal office unless the Board of Trustees designates another location, including by teleconference. The Board of Trustees 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 Trustees shall be called, held, and conducted in accordance with the terms and provisions of the Brown Act, including those done by teleconference.

B. Regular Meetings

Regular Meetings shall be held on the First Thursday of every month, unless the Board has decided to set an alternate date and has provided notice to all trustees. At least 72 hours before a regular meeting, the Board of Trustees, 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. The Chairperson shall have the authority to reschedule a regular meeting as necessary to establish a quorum of Trustees.

C. Special Meetings

A Special Meeting shall be held at any time called by the Chairperson or by a majority of the Board of Trustees. In accordance with the Brown Act, special meetings of the Board of Trustees may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Trustees 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 Trustee at the Trustee's email address or physical address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the trustee 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 Trustees 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.

D. Teleconference Meetings

Members of the Board of Trustees may participate in teleconference meetings so long as all of the requirements in the Brown Act are complied with.

E. Adjournment

A majority of the Trustees present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to all Trustees who were not present at the time of the adjournment and to the public in the manner prescribed by the Brown Act.

F. Waiver of Notice

Notice of a meeting need not be given to a Trustee who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest, prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting.

V. ACTION BY THE BOARD

A. Quorum

A majority of the number of Trustees then in office shall constitute a quorum for the transaction of any business except adjournment. Trustees may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

B. Action by the Board

1. Actions Taken at Board Meetings. The actions done and decisions made by a majority of the Trustees present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for purposes of electing Trustees, appointing Board Standing Committees (as defined below) and delegating authority thereto, or amending OCS's Bylaws, where the action of a two-thirds majority of

Trustees then in office is required by the California Nonprofit Public Benefit Corporation Law or as set out in these Bylaws.

2. Actions Without a Meeting. The Board will not take action without a meeting. All actions taken by the Board members and its deliberation will be conducted in compliance with the Brown Act.

C. Committees

1. Types of Committees. The Board may appoint two types of Committees, Standing Committees and Advisory Committees.
2. Appointment of a Board Standing Committee. The Board may appoint one or more Standing Committees by vote of a two-thirds majority of Trustees. A Board Standing Committee will consist of not less than two Trustees but fewer than a quorum of the Board, who shall serve at the pleasure of the Board. The Board may, at its discretion, appoint one or more individuals as alternate members of such committee. A Board Standing Committee may not include any non-Trustees in its membership. If a member of a Board Standing Committee resigns or is otherwise removed from his/her position as Trustee, then membership on all Board Standing Committees shall automatically terminate.
3. Authority of a Board Standing Committee. The Board may delegate to a Board Standing Committee any of the authority of the Board, as set forth in Cal. Corp. Code section 9212(a), except with respect to:
 - a. The appointment or removal of Trustees.
 - b. Filling vacancies on the Board or any committee which has the authority of the Board.
 - c. The amendment or repeal of any resolution adopted by the full Board.
 - d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
 - e. The appointment of other committees of the Board, or the members of the committees.

A majority of the appointed members of a Standing Committee shall constitute a quorum for the transaction of any business of that Committee except adjournment. The actions done and decisions made by a majority of the Committee members present at a Standing Committee meeting duly held at which a quorum is present are the actions and decisions of the Board, except as limited by Section V.3 and California Corporations Code section 9212(a)(1-6).

4. Appointment of a Board Advisory Committee. The Board may appoint one or more Advisory Committees by vote of a majority of the Trustees present at a meeting duly held at which a quorum is present. A Board Advisory Committee will consist of not less than two Trustees, who shall serve at the pleasure of the Board. The Board may,

at its discretion, appoint one or more individuals as alternate members of such committee. A Board Advisory Committee may include non-Trustees in its membership, provided that any non-Trustee member be either a) officers or employees of OCS whom the Board believes to be reliable and competent in the subject matters to be assigned to the Advisory Committee, or b) counsel, independent accountants, or other persons with professional or expert competence in the subject matters to be assigned to the Advisory Committee. If a Trustee member of a Board Advisory Committee resigns from their position as Trustee, they may choose to remain a member of the Board Advisory Committee.

5. Authority of a Board Advisory Committee. The Board may not delegate to a Board Advisory Committee any of the authority of the Board, as set forth in Cal. Corp. Code section 9212(b).
6. Procedures of Standing and Advisory Committees. Subject to these Bylaws and the Brown Act, the Board may prescribe the manner in which the proceedings of any Board Standing or Advisory Committee are to be conducted. In the absence of such prescription, a Board Standing or Advisory Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of both types of committees shall be governed by the provisions of these Bylaws with respect to the calling of meetings and that a Board Advisory Committee may not convene a meeting unless at least one Trustee member of the Committee is present.

D. Standard of Care

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

3. Investments. In investing and dealing with all assets held by OCS for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of OCS's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to OCS.

E. Rights of Inspection

Every Trustee has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of OCS, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law or any contract to which OCS is a party. 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 Trustee'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.

F. Participation in Discussions and Voting

Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Board Committee to which the Trustee has been appointed, subject to applicable law and as otherwise set forth in these Bylaws.

G. Duty to Maintain Board Confidences

Every Trustee has a duty to maintain the confidentiality of all Board actions, including discussions and votes, taken in closed session in compliance with the Brown Act. Any Trustee violating this confidence is subject to disciplinary action including removal from the Board.

VI. OFFICERS

A. Officers

The officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, and President, who shall be known as the OCS Executive Director. The Board also may have such other officers as it deems advisable.

1. Chairperson. The Chairperson shall call meetings of the Board and shall be responsible for having the meeting agenda prepared and distributed in advance. The Chairperson shall exercise and perform such other powers and duties as the Board of Trustees may assign from time to time. If present, the Chairperson shall preside at Board meetings.
2. Vice Chairperson. If the Chairperson is absent or disabled, the Vice Chairperson shall perform all the Chairperson's duties and, when so acting, shall have all the Chairperson's powers and be subject to the same restrictions. The Vice Chairperson shall serve as chairperson of the Governance Committee and shall have other such powers and perform such other duties as the Chairperson or Board may prescribe.
3. Secretary. The Secretary shall: (a) keep or cause to be kept, at OCS's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of the Trustees present, the proceedings, and the vote or abstention of each Board member present for each action taken; (b) keep or cause to be kept a copy of OCS's Articles of Incorporation and Bylaws, with amendments; and (c) have such other powers and perform such other duties as the Chairperson or Board may prescribe.
4. Treasurer. The Treasurer shall: (a) ensure that an account of OCS's financial transactions and financial condition is regularly rendered to the Chair and the Board ; (b) serve as Chairperson of the Finance Committee of the Board of Trustees; (c) assist the Executive Director and his or her designee(s) in preparing the annual budget and in presenting it to the Board for approval; (d) review the annual audit of OCS's finances; and (e) have such other powers and perform such other duties as the Chairperson or Board may prescribe.
5. OCS Executive Director. The Board of Trustees shall designate an Executive Director who, subject to Board control, shall have general supervision, direction and control of the affairs of the Charter School, and such other powers and duties as the Board may prescribe. The Board may designate more than one person to serve as Executive Director at the same time, with such individuals being jointly responsible for fulfilling all duties and responsibilities assigned to the Executive Director. The Executive Director shall not be a Trustee, but shall be required to attend all Regular and Special Board meetings unless his or her absence has been excused by the Chairperson.

B. Appointment, Eligibility and Term of Board Officers

1. Appointment. The Board shall appoint the officers annually at a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers appointed to fill vacancies shall be appointed as vacancies occur.
2. Eligibility. A Trustee may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson or the OCS Executive Director.
3. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is appointed, but in no event for longer than Trustee's current term. Officers are reappointed each term. If the Trustee is continuing in an officer role, they must be reappointed for the new term.

C. Removal and Resignation of Officers and OCS Executive Director

The Board may remove any Board officer or OCS Executive Director, either with or without cause, at any time. Such removal shall not prejudice that individual's rights, if any, under an employment contract. An OCS Executive Director or any Board officer other than the Chairperson may resign at any time by giving written notice to the Chairperson, the resignation taking effect on receipt of the notice or at a later date specified in the notice. The Chairperson may resign at any time by giving written notice to the full Board, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

VII. NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for OCS's debts, liabilities or other obligations.

VIII. INDEMNIFICATION OF CORPORATE AGENTS

To the fullest extent permitted by law, the Corporation shall indemnify its Trustees, 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 Trustees by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Trustees 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 Trustees shall authorize indemnification.

IX. INSURANCE FOR CORPORATE AGENTS

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Trustee, Officer, employee or other agent of OCS to the full extent permitted by law, to cover any liability asserted against or incurred by any Trustee, officer, employee, or agent in such capacity or arising from the Trustee's, officer's, employee's, or agent's status as such.

X. CONTRACTS WITH TRUSTEES

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

XI. CONTRACTS WITH NON-TRUSTEE DESIGNATED EMPLOYEES

The Corporation shall not enter into a contract or transaction in which a non-Trustee designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled. The Board of Trustees shall comply with Government Code Section 1090, et seq., and the Political Reform Act of 1974 (Government Code 81000) as set forth in Education Code section 47604.1.

XII. OTHER PROVISIONS

A. Fiscal Year

OCS's fiscal year shall begin on July 1 of each year and ends on June 30 of the next year.

B. Execution of Instruments

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of OCS to enter into any contract or execute and deliver any instrument in the name of or on behalf of OCS. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee other than the Executive Director or his or her designee shall have any power to bind OCS by any contract or engagement, to pledge OCS's credit, or to render it liable monetarily for any purpose or any amount. The Executive Director and his or her designee shall have the power to bind OCS by contract or engagement subject to limits imposed by the Board, including the limits set forth in the OCS Fiscal Policies and Procedures.

C. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of OCS may be signed by the Chairperson, Treasurer, the OCS Executive Director or his or her designee, or by the OCS Assistant Director.

D. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law and the California Nonprofit 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 a corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.

E. Dissolution Procedures and Dedication of Assets

The Corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the charter governing the charter schools operated as or by the Corporation. 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 Trustee or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit 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.

XIII. AMENDMENT

A two-thirds majority of the Trustees then in office may adopt, amend or repeal these Bylaws.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that the undersigned is the Secretary of the OCEAN CHARTER SCHOOL, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Trustees of said corporation, which Trustees are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.

Maya Rao
Secretary
