

BYLAWS
OF
FRANCOPHONE CHARTER SCHOOL OF OAKLAND
(A California Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

Section 1. **NAME.** The name of this Corporation is Francophone Charter School of Oakland (the “Charter School”).

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

Section 1. **PRINCIPAL OFFICE OF THE CORPORATION.** The principal office for the transaction of the activities and affairs of the Corporation is 9736 Lawlor Street, Oakland, California 94605. The Board of Directors, as defined and discussed in Article VII, may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. **OTHER OFFICES OF THE CORPORATION.** The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. **GENERAL AND SPECIFIC PURPOSES.** The purpose of the Corporation is to manage, operate, guide, direct and promote the Francophone Charter School of Oakland, a California public charter school. Also, in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. The Corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School’s 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. 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, corporation or association that is organized and operated exclusively for educational, public or charitable purposes and that has established its exempt status under Internal Revenue Code 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 VI
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors (“Board”).

Section 2. DUTY TO MAINTAIN BOARD CONFIDENCES. Every member of the Board of Directors (“Board Member” or “Director”) has a duty to maintain the

confidentiality of all Board actions, including discussions and votes taken in closed session, as provided in applicable California public meeting laws. Any Board Member violating this confidence may be removed from the Board and shall be subject to penalties contained in law.

Section 3. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, all corporate Officers, as defined in Article VIII, Section 1, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; designate a place in California for holding any meeting of members.
- c. Manage the financial affairs of the Charter School so as to ensure the Charter School's financial stability and the continued integrity of its academic programs.
- d. Monitor the operational budget and finances for long-term viability.
- e. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- f. Approve the construction, remodeling of facilities sale, transfer, lease, or purchase of real property by the Charter School and to maintain in good condition, and approve all use of, the property of the Charter School.
- g. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
- h. Establish the job description, goals, and responsibilities for the school Executive Director position, and recruit, hire, and evaluate the performance of the Executive Director via a process to be approved by the Board.
- i. Define or refine, consistent with the Charter School's charter, the corporation's mission, values and vision.

- j. Ensure curriculum aligns with mission as outlined in the Charter School's charter.
- k. Set strategic direction.
- l. Develop annual goals and long-range plans for the Charter School with input from the Charter School's Executive Director, teachers, Parent-Teacher Association, advisors, and consultants.
- m. Adopt policies to ensure that the Charter School and related educational programs are run effectively, legally, and ethically.
- n. Serve as a review board if any complaint cannot be resolved through the usual channels of the Charter School's administration.

Section 4. DESIGNATED DIRECTORS AND TERMS. The number of Directors shall be no less than five (5) and no more than seven (7), unless changed by amendments to these bylaws. All Directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with California Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Board of Directors, the Corporation may appoint an additional Director to ensure an odd number of Board members. All Directors, except for the charter authorizer representative, shall be designated by the existing Board of Directors. The Board of Directors shall consist of no more than seven (7) Directors unless changed by amendment to these bylaws. Less than half of the seats shall be filled by the parent/guardian of a student currently enrolled at the Francophone Charter School of Oakland.

Section 5. DIRECTORS' TERM. 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.

Section 6. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person 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; and (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 person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 7. NOMINATIONS OF BOARD MEMBER CANDIDATES. Board member candidates may be nominated by the current directors.

Section 8. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No corporate funds may be expended to support a nominee.

Section 9. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any Director; (b) 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 (c) the increase of the authorized number of Directors; (d) the failure, at any meeting at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

Section 10. RESIGNATION OF DIRECTORS. Except as provided below, any Director may resign by giving written notice to the Chair of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 11. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. 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.

Section 12. REMOVAL OF DIRECTORS. Any Director, except for the representative appointed by the charter authorizer, may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal are given in compliance with the provisions of the Ralph M. Brown Act. ("Brown Act") (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a Director shall be filled as provided in Section 13. The Director being considered for removal shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 13. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors, except for the representative appointed by the charter authorizer, 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. A vacancy in the seat of the representative of the charter authorizer shall be filled by the charter authorizer. A vacancy in the seat of the parent-elected Board member shall be filled by the Board.

Section 14. 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.

Section 15. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation unless the Board of Directors designates another location in accordance with these bylaws. The Board of Directors may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act.

Section 16. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Brown Act. The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

Section 17. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. 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.

Section 18. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chair of the Board has not been elected, then the President is authorized to call a special meeting in place of the Chair of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 19. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hour notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hour notice of the special meeting, in the 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 purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written

notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

- c. The notice of special meeting 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.

Section 20. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the Directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the Directors present at any meeting, the meeting shall be adjourned. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 21. 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 school district in which the Charter School 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;¹

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend

- 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.²

Section 22. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the 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.

Section 23. MEETING ATTENDANCE. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Directors after such director's three unexcused absences to ascertain the director's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Directors.

Section 24. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 25. CREATION AND POWERS OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may create one or more committees of the Board, each consisting of two or more Directors, but less than a quorum of the full Board of Directors, as defined in Article VII, Section 20, and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Fill vacancies on the Board of Directors or any committee of the Board;
- b. Amend or repeal bylaws or adopt new bylaws;
- c. Amend or repeal any resolution of the Board of Directors that by its express

the meeting at that location.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

terms is not so amendable or subject to repeal; or

- d. Create any other committees of the Board of Directors or appoint the members of committees of the Board.

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 26. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 27. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 28. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School 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 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a Chair, President, a Secretary, and a Chief Financial Officer. The Corporation, at the Board's direction, may also have a Chairman of the Board and a Vice-Chair. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the Board.

Section 3. ELECTION OF OFFICERS. The officers of the Corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. The board will typically elect officers at its annual May meeting, at which point the newly elected officer will service in an “officer elect” capacity working alongside the outgoing officer who will leave his/her position at the beginning of the new fiscal year (i.e., July).

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the President, 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.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 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.

Section 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.

Section 8. CHAIR OF THE BOARD. If a Chair of the Board of Directors (“Chair”) is elected, he or she shall preside at the Board of Directors’ meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If a Chair is elected, there shall also be a Vice-Chair of the Board of Directors (“Vice-Chair”). In the absence of the Chair, the Vice-Chair shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 9. PRESIDENT. The President of the Corporation (“President”), also known as the Executive Director, shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation’s activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. SECRETARY. The Secretary of the Board of Directors (“Secretary”)

shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of 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, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the Directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. 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 of Directors or the bylaws may require.

Section 11. CHIEF FINANCIAL OFFICER. The Chief Financial Officer of the Board of Directors ("Chief Financial Officer") 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 Chief Financial Officer shall send or cause to be given to 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 Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) render to the President, Chair of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for 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 Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

The Chief Financial Officer shall be the chair of the Finance Committee, which shall prepare an annual budget, in conjunction with the Executive Director and the Office Manager, for the consideration and approval of the Board of Directors.

Section 12. RETURN DOCUMENTS. Upon expiration of the term of office, or in the case of resignation or termination, each officer shall turn over to the President, without delay, all records, books and other materials pertaining to the office and shall return to the Treasurer, without delay, all funds belonging to the corporation.

Section 13. OFFICERS' REQUIREMENTS. Officers are required to become familiar with and uphold the bylaws, standing rules, and the provisions of any insurance policies purchased by the corporation.

ARTICLE IX CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's Directors are Directors and have a material financial interest).

ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-director 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.

ARTICLE XI LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer, however, 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 or Officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XII INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying

any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under California Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

ARTICLE XIII INSURANCE

Section 1. INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any Director, Officer, employee, or agent in such capacity or arising from the Director’s, Officer’s, employee’s, or agent’s status as such.

ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

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

ARTICLE XV INSPECTION RIGHTS

Section 1. DIRECTORS’ RIGHT TO INSPECT. Every Director shall have the right at any reasonable time to inspect the Corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. 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. 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 Family Educational

Rights and Privacy Act (FERPA) pertaining to access to books, records, and documents.

Section 2. 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 a purpose 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.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Directors at all reasonable times during office hours.

**ARTICLE XVI
BUDGET**

Section 1. BUDGET ADOPTION. Following the annual elections in September of each year, a finance committee will establish a tentative budget to be adopted by the Board of Directors with appropriate changes at the first board meeting of the school year.

**ARTICLE XVII
REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation’s fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation’s revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation’s expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant’s report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation’s books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporation shall comply with Corporations Code section

6322.

**ARTICLE XVIII
BYLAW AMENDMENTS**

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the Directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter that created the Francophone Charter School of Oakland or make any provisions of these Bylaws inconsistent with that Charter, the Corporation's Articles of Incorporation, or any laws.

**ARTICLE XIX
FISCAL YEAR**

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Francophone Charter School of Oakland, a California nonprofit public benefit corporation; that these bylaws, consisting of 16 pages, are the bylaws of the Corporation as adopted by the Board of Directors on _____; and that these bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

_____, Secretary