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BYLAWS

OF

MIT ACADEMY

(MARE ISLAND TECHNOLOGY ACADEMY)

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I – OFFICES

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located in Solano County, California.

Section 2. Change of Address

The county of the corporation’s principal office can be changed only by an amendment of these Bylaws. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

Section 3. Other Offices

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

ARTICLE 2 – PURPOSES

Section 1. Objectives and Purposes

The primary objectives and purposes of this corporation shall be, but not limited to:

- a. The advancement of education through the establishment, operation and maintenance of nonprofit Charter schools, more specifically, the MIT Academy Middle School and the MIT Academy High School.
- b. The development of innovative educational environment that promote superior quality learning experiences for diverse and underrepresented groups of students in the Greater Vallejo area and encourage the attainment of their maximum potential.
- c. The advancement of knowledge through unique integrated experiences of shared learning for students, teachers, parents and the community.

- d. The advancement of learning through the development of high academic standards, the acquisition of technological, social and life-enriching skills and the building of strong moral character and civic mindedness.
- e. The provision of books and supplies; the publication of school journals and newsletters; the maintenance of recreational and athletic programs and facilities; the operation of school bookstores, cafeterias, restaurants and vending machines; the provision of computer services; and, the teaching of computer and industrial skills through workshops and work experience programs.

Section 2. Limitations

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 3 – DIRECTORS

Section 1. Number of Directors

This corporation shall have at least nine (9) and no more than fifteen (15) directors and collectively they shall be known as the Board of Directors. *“In accordance with the MIT Academy Conflict of Interest Code, employees shall not also serve as members of the Board of Directors.”*

One of these members will be a student representative who shall have full voting privileges on open session items only and shall not attend closed sessions. The number of directors may be changed by amendment or repeal of this Bylaw, or by adoption of a new Bylaw. Members of the community, parents, and others may qualify as a director if they have demonstrated a significant commitment and leadership in helping the corporation achieve its objectives and purposes. The Board of Directors may invite any number of persons to serve as ex-officio members of the board.

Section 2. Powers of Directors

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Directors may delegate many of their powers to officers, employees and others, but they are ultimately responsible for all corporate decisions.

Section 3. Duties of Directors

It shall be the duty of the directors to:

- a. Perform all duties imposed on them individually and collectively by law, by the Articles of Incorporation or Bylaws of this corporation.

- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation.
- c. Supervise all officers, agents and employees of this corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these Bylaws.
- e. Register their addresses with the Secretary of the corporation. Notices of meetings sent to them at such addresses shall be valid notices.
- f. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered in the name and for the corporation's purposes, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of indebtedness and securities.
- g. Remove any director or officer with or without cause by a majority of votes cast by the board at a meeting at which a quorum is present.

Section 4. Designation and Term of Office of Directors

The Initial Directors (Founding Directors) shall hold office for an initial term voted on by the board of directors. The Initial Directors shall determine who shall serve on the Board of Directors and may designate some or all of the current board members. Directors designated after the initial terms or Directors designated to fill in any vacancy in the Board shall be designated for a term of three years. Directors who have completed two consecutive terms may be allowed to return to the board after a one-year sabbatical.

The power of the Initial Directors to determine who shall serve on the Board of Directors may not be amended or repealed.

Initial Directors who are retired after serving one full term on the board shall be designated as "Director Emeritus".

Section 5. Compensation of Directors

Directors shall serve as unpaid volunteers and may not be compensated for services rendered to the corporation as Directors. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as Directors.

Section 6. Restriction Regarding "Interested" Directors.

- (1) Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons," means either:
 - (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or employee, independent contractor, or otherwise, excluding reasonable compensation paid to a director as director; or
 - (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

- (2) However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the Corporation. The Board of Directors may designate that a meeting be held at any place within California that has been designated by resolution of the Board of Directors or 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 Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 8. Regular Meetings of the Board of Directors

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 9. Special Meetings

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

Section 10. 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) hours notice is given to each director and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

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 11. Participation in Meetings by Conference Telephone

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

Section 12. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof.

SECTION 13. Quorum for Meetings

- (1) A majority of the voting directors then in office shall constitute a quorum.

- (2) The board at any meeting at which a quorum is not present shall consider no business. The only motion, which the Chairperson shall entertain at such meeting, is a motion to adjourn.
- (3) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

Section 14. Majority Action as Board Action

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be a decision of the Board of Directors. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Voting directors may not vote by proxy.

Section 15. Conduct of Meetings

- (1) Meetings of the board shall be presided over by the President of the Board of the corporation, or in the absence of the President, by the Vice President, or in the absence of the Vice President, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board and in the absence of the secretary, the presiding officer shall appoint another person to act as secretary of the meeting.
- (2) Meetings of the board are subject to the open meeting requirements because of the organization's substantial government funding or government agency affiliation. Meetings of the board are open to students, parents, teachers and interested members of the community.

Section 16. Vacancy, Resignation, Removal and Absence

- (1) Vacancy. A vacancy in the Board of Directors shall exist
 - (a) On the death, resignation or removal of any director, and
 - (b) Whenever the number of directors is increased.
- (2) Resignation. A director may resign at any time by giving written notice to any officer of the corporation or the full board. Such resignation shall take effect at the time specified therein or if no time is specified, at the time of acceptance. No director may resign if the corporation would then be left without a director in charge of its affairs, except upon notice to the Attorney General.
- (3) Removal. The board of directors, by a majority of votes cast by the board at a meeting at which a quorum is present, may remove any director or officer with or without cause. *Any director may be removed, with or without cause, by the vote of the majority 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 Ralph M. 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 [4]**.*
- (4) Absence. A director is expected to attend all meetings of the board during the director's term of office and to communicate to the Board Chairperson or President any absence at least forty-eight (48) hours in advance or in case of an emergency, within twelve (12) to twenty-four (24) hours before any scheduled meeting. If for any reason a director or officer is unable to carry out his duties as best he can, he agrees to discuss with the Chairperson of the board his future obligations in serving on the Board of Directors.

- (5) Vacancies Filled By Board. 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 unanimous consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (c) a sole remaining director.

Section 17. Non-liability of Directors

- (1) The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. A director, however, may be held personally liable to repay damages to the corporation where he has breached a duty of care or loyalty to the corporation.
- (2) A director serving on the board without compensation who perform director duties in good faith and in a manner believed to be in the best interest of the corporation and with reasonable care and inquiry under the circumstances has no personal financial liability to the corporation in an action based on the alleged failure to discharge the duties of director. This protection against liability does not apply to a director who engages in self-dealing or who makes or receives a prohibited loan or distribution of the corporation's assets.
- (3) A director serving on the board without compensation has no personal liability to a third party for a negligent act or omission in the performance of the director's duty if the director acted within the scope of the director's duties.

Section 18. Indemnification of Directors, Officers, Employees and Other Agents

- (1) To the extent that a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that he is an agent of the corporation, or has been successful in defense of any claim, issue or matter, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- (2) If such person either settles any such claim or sustains a judgment against him, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 19. Insurance for Corporate Agents

The board of directors may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 - OFFICERS

Section 1. Officers

The officers of the corporation shall be a **Chairperson of the Board**, a **President**, a **Vice President**, a **Secretary**, and a **Chief Financial Officer**. The corporation may also have, at the discretion of the board of directors, other Vice Presidents, Assistant Secretaries, Assistant Chief Financial Officers, and other officers. The same person may hold any number of offices except that neither the Secretary nor the Chief Financial Officer may serve as the Chairperson or President of the corporation. The corporation shall employ a **School Director** who is a salaried professional responsible to the board of directors and is a non-voting member of the board. The corporation may also employ an **Assistant School Director**, a non-voting member of the board, whose duties and responsibilities shall be defined in a contract of employment.

Section 2. Appointment and Term of Office

Any director may be appointed to serve as an officer of the corporation. The Board of Directors shall appoint the officers of the corporation from among themselves and each officer shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors at any regular or special meeting of the board.

Section 4. Subordinate Officers

The board of directors may appoint subordinate officers and agents under terms and conditions it may deem desirable.

Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Duties of the **Chairperson of the Board**

It shall be the duty and responsibility of the Chairperson to:

- (1) Supervise the affairs of the board of directors.
- (2) Advise the President, the officers and the board of directors on matters of general policy and in the formulation of long-range programs.
- (3) Carry out assignments requested by the board of directors and furnish them with all special information desired.
- (4) Establish and maintain friendly and working relationships and participate in a network of cooperation with government agencies and organizations with similar objectives and purposes.
- (5) Plan, organize and implement fund-raising activities and capital campaigns, including the preparation and presentation of grant proposals to governmental funding agencies, foundations, corporate and individual donors and other funding sources. The Chairperson shall be well informed of all statutes governing charity solicitation.
- (6) Develop and implement a strategic planning program in order for the organization to clarify its direction, identify and live its vision and mission, solve problems and achieve its goals and objectives.

- (7) Perform all duties incident to the office of the Chairperson of the Board as the law, the bylaws, and the board of directors may require.

Section 7. Duties of the **President**

It shall be the duty and responsibility of the President as Chief Executive Officer of the corporation to:

- (1) Preside at all meetings
- (2) Direct the Secretary in scheduling meetings of the board of directors and in recording the proceedings of such meetings.
- (3) Provide general direction of all business for the effective and sound operation and growth of the organization, and for advising and making recommendations to the Board of Directors.
- (4) Execute such deeds, mortgages, bonds, contracts, checks or other instruments that may be authorized by the board of directors.
- (5) Keep the board of directors fully informed on the conditions of the organization's activities and all important factors influencing them; and sees that the board is properly represented to the students, employees, teachers, parents, donors and the general public.
- (6) Execute all decisions of the board of directors and its duly constituted committees, except when execution is otherwise specifically assigned by the Bylaws or by action of the board to the committees.
- (7) Develop specific policies, procedures and programs to implement the general policies established by the board of directors and its committees and shall be responsible for their effective control and administration.
- (8) Ensure a thorough understanding and implementation of the organization's school charters.
- (9) Ensure optimum utilization of financial and human resources by developing and maintaining a staff of competent people with compensation commensurate with their duties and responsibilities that are appropriately defined.
- (10) Perform all duties incident to the president's office and such other duties as the law, the Bylaws and the board of directors may require.

Section 8. Duties of the **Vice President**

It shall be the duty and responsibility of the Vice President to:

- (1) Perform all the duties of the President if the President is absent or disabled. If there is more than one Vice President, the board of directors shall rank them at the time of their placement in office in order of succession to replace a President who is absent or disabled. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors.
- (2) Assist in the execution and implementation of the duties, responsibilities and programs of the President.
- (3) Develop and maintain policies and procedures governing all personnel and industrial relations matters, including recruitment and employment, management training and development, salary and wage administration, job evaluation, employee benefits, personnel records and employee communications.

- (4) Develop and maintain a school staffing program; a handbook for students, parents and staff members; a policy manual; and, a compilation of the school's educational philosophy and student-related policies.
- (5) Perform such other duties as the board of directors or the Bylaws may prescribe.

Section 9. Duties of the **Secretary**

It shall be the duty and responsibility of the Secretary to:

- (1) Perform the corporate secretarial function.
- (2) Keep the original copy of the Articles of Incorporation, the original copy of the Bylaws and its amendments, the original copy of the most recently amended Bylaws, a Book of Minutes of all meetings and actions of the board of directors and committees of the board at the principal office of the corporation. The minutes of meetings shall include the time and place that the meeting was held, the names of directors present and absent, the names of all others present, whether the meeting was regular or special, and, if special, how authorized, and how notice was given. The minutes should include copies of letters, resolutions, reports and other documents presented at board meetings. Draft copies of minutes of meetings shall be distributed by E-mail or by other means to all directors for comments and corrections within five days after a meeting before a final version is submitted to the next board meeting for approval. All approved minutes shall bear the signature of the Secretary or Chairperson of the Board. E-mail should distribute the approved minutes of meeting to all directors.
- (3) Act as custodian of all legal documents, such as lease agreements, contracts, memoranda of understanding, school charters, funding grants, and all other documents brought before the board of directors during its meetings.
- (4) Keep and maintain a record of the directors of the corporation showing each director's name and address, telephone numbers, E-mail address, tenure of office specifically indicating the date of designation or appointment, and a résumé at the corporation's principal office.
- (5) Give notice of all meetings of the board of directors and of committees of the board as required by these Bylaws.
- (6) Compile comprehensive information materials about federal and California laws that govern charities, more specifically, those referring to public schools and charter schools. The Secretary shall also compile a list of valuable resources that are available to educational charities, including government agencies, information services, technical assistance providers, and a bibliography of publications from government and private sources.
- (7) Perform such other duties as the board of directors or the Bylaws may prescribe.

Section 10. Duties of the **Chief Financial Officer**

It shall be the duty and responsibility of the Chief Financial Officer to:

- (1) Take charge of corporate funds and negotiable instruments, and to act as the chief accounting officer of the corporation.
- (2) Establish the accounting principles, practices, and procedures to be followed by the business office staff members and officers of auxiliary organizations and they are responsible to the Chief Financial

Officer for carrying these out and for consulting on any aspect of their activities in which guidance is needed.

- (3) Develop, analyze, and interpret accounting and statistical data to appraise operating results in terms of costs, budgets, policies, trends and increased funding possibilities.
- (4) Keep and maintain adequate and correct books of accounts of all business transactions, including assets and liabilities, income and expenses, and receipts and disbursements. The books of accounts shall be open to inspection by any director during business hours or at all reasonable times.
- (5) Give to the directors such financial statements and reports required by law, Bylaws, or by the board of directors.
- (6) Deposit all money and other valuables in the name and to the credit of the corporation with such banks as the board of directors may designate and disburse the corporation's funds as the board of directors may require.
- (7) Give the corporation a surety bond, as the board may require, for faithful performance of duties and for restoration to the corporation of all of books of accounts, papers, vouchers, money and other property in the possession or control of the Chief Financial Officer on his death, resignation, retirement, or removal from office.
- (8) Prepare and file reports with various government agencies and prepare a report-filing calendar for the organization. Some of the annual reporting and filing requirements that may apply to this corporation are:
 - (a) Periodic Report to the Attorney General's Registry of Charitable Trusts (Form CT-2).
 - (b) Federal information returns of tax-exempt organizations to the IRS (Forms 990, 990-PF).
 - (c) California return of tax-exempt organizations to Franchise Tax Board (Form 199, Form 109).
 - (d) Quarterly federal employment tax deposits (FICA) to the IRS.
 - (e) Quarterly employment deposits to the California Employment Development Department.
 - (f) Forms W-2 (provided to employees each year and copies filed by the employer with the federal and state governments).
 - (g) Forms 1099 (provided to non-employee service providers and copies filed with the federal and state governments).
 - (h) Local and state property and sales tax statements and returns.
- (9) Keep copies of the corporation's three most recent annual Financial Reports and federal tax returns, its tax-exempt status application and determination letter and have them available for inspection by the public at its principal office.
- (10) Co-sign withdrawal of funds from bank accounts requiring two signatures.
- (11) Perform all duties incident to the office of Chief Financial Officer and such other duties the law, the Articles of Incorporation, the Bylaws and the board of directors may require.

Section 11. **School Director**

The board of directors may employ the services of a paid full time, qualified and competent School Director. The duties, responsibilities, authority, remuneration, tenure of office and other terms and stipulations of employment shall be detailed in a contract of employment. The School Director is a non-voting member of the board and may be required to attend all meetings of the board and committees of the board.

A model School Director Job Description shall be attached to this Bylaws.

Section 12. Compensation of Officers

The compensation of officers, if any, shall be fixed by resolution of the board of directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 5 of these Bylaws. In all cases, compensation received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the educational and charitable or public purpose of this corporation.

ARTICLE 5 – COMMITTEES

Section 1. The Executive Committee

- (1) The Executive Committee shall consist of the Officers of the corporation. The board of directors may appoint additional members of the Executive Committee.
- (2) The Executive Committee shall have the following responsibilities:
 - (a) To act on behalf of the board of directors in the interim when urgent attention and action is necessary.
 - (b) To assist and advise the School Director in all matters relative to the administration of the school.
 - (c) To assess the performance of the School Director.
 - (d) To recommend and nominate new board members and officers whenever a need arises.
- (3) The Executive Committee shall have the authority of the board, except with respect to:
 - (a) Filling vacancies on the board or on any committee, which has the authority of the board.
 - (b) Fixing compensation of directors for serving on the board or on any committee.
 - (c) Amending or repealing Bylaws or adopting new Bylaws.
 - (d) Amending or repealing any resolution of the board, which by its express terms may not be amended or repealed.
 - (e) Appointing any other committee of the board or the members of such committee.
 - (f) Approving any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Other Committees of the Board of Directors

- (1) The Board of Directors may create any number of committees consisting of two or more directors and other persons who are not directors to serve at the pleasure of the board of directors. Appointments to committees shall be by a majority vote of a quorum of the directors then in office. With the exception of the Executive Committee, all other committees do not have the authority of the board and shall act only in an **advisory capacity**.

Section 3. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members. The time for regular or special meetings of the committees may be fixed by resolution of the board or by the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Financial Officer and countersigned by the President or other authorized signatory of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7 – RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

(1) The corporation shall keep at its principal office in the State of California or at another place designated by the board of directors:

(a) Adequate and correct books of accounts and complete records of all business transactions.

(b) Minutes in written form of the proceedings of the board and committees of the board.

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

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

Section 3. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and inspect the physical properties of the corporation. Agent or attorney may make an inspection in person or any inspection under the provisions of this Article, and the right to inspection includes the right to copy and make extracts.

Section 4. Annual Report

(1) The Board of Directors shall cause to be prepared an Annual Report to be provided to the directors not later than One Hundred Twenty (120) days after the close of the corporation's fiscal period on June 30. The Annual Report shall include "Financial Statements" containing the following information in appropriate detail for that fiscal year:

(1) The assets and liabilities of the corporation, including trust funds, as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the corporation both restricted and unrestricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 5 of Article 7 of these Bylaws.

(6) The requirement of having the Financial Statements audited by an Independent Accountant shall not apply if the Corporation made less than \$25,000.00 in gross revenue or receipts during the calendar year. The Financial Statements, however, shall be included in the Annual Report, which must be furnished annually to all directors.

(7) The financial statements shall be audited by an Independent Accountant, or if an audit is not required, shall be certified by an authorized officer of the corporation that such Financial Statements were prepared without an audit from the books of accounts and other records of the corporation.

Section 5. Annual Statement of Certain Transactions and Indemnification.

(1) As a part of the Annual Report, or as a separate document if no Annual Report is issued, the corporation shall, within one hundred twenty (120) days after the close of the corporation's fiscal year, prepare and mail or deliver to each director a statement of any transaction in which the corporation was a party, and in which any director or officer of the corporation had a direct or indirect material financial interest.

- (2) A statement of any transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same director or officer had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000.00).
- (3) A statement of any transaction described in Section 5 (1) above including the names of the directors or officers involved, their relationship to the corporation, the nature of their interest in the transaction, and where practicable, the amount of that interest.
- (4) A statement of any transaction shall also state the amount and describe the circumstances of any indemnification or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the fiscal year to any officer or director of the corporation.

ARTICLE 8 – FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE 9 – MEMBERS

This corporation shall have no members.

ARTICLE 10

PROHIBITION AGAINST SHARING OF ASSETS AND PROFITS

No director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All directors of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation.

ARTICLE 11 - CONSTRUCTION AND DEFINITIONS

Unless the context requires 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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 12 – AMENDMENTS

Section 1. Amendment of Articles of Incorporation

This corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and the names and addresses of the incorporators and initial directors of this corporation or the name and address of its initial agent for service of process, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Section 2. Amendment of Bylaws

Subject to any provision of law applicable to amendment of Bylaws of nonprofit public benefit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted, by a majority of the Board of Directors.

ARTICLE 13 – INCORPORATORS, INITIAL DIRECTORS AND INITIAL AGENT

Section 1. Incorporators and Initial Directors.

The incorporators and Initial Directors (Founding Directors) of this corporation are: **Barbara Childress, LaDonna Christofferson, Peter Currer, Tom Decker, Mark Quig-Hartman, Linda Garrett, Gregg Goins, Carmen Mason-Browne, Sylvia Mays, Danelle McGrue, Michelle Morgan, Bob Stewart, Robin Sunbeam, Lynne Vaughan and Joseph T. Sinclair.**

Section 2. The name of this corporation's initial agent for service of process is **Lynne Vaughan.**

[NEW] ARTICLE 14 – 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 any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest) unless all of the following apply:

- a. The director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board of Directors meeting minutes.*
- b. The director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).*
- c. Such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose.*

d. *Before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.*

e. *The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.*

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

[NEW] ARTICLE 15 – 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 MIT Academy Conflict of Interest Policy have been fulfilled.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of MIT Academy, consisting of sixteen (17) pages, including this page, duly adopted by the Board of Directors on **May 12, 2009.**

Dated: May 12, 2009

Kent Peterman, Secretary