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For more information regarding the content of this material, please contact the Charter Schools Division by phone at 916-322-6029 or by email at [charters@cde.ca.gov](mailto:charters@cde.ca.gov).

ARTS-PB-501(c)(3) Articles of Incorporation of a Nonprofit Public Benefit Corporation

3939772

To form a nonprofit public benefit corporation in California, you can fill out this form or prepare your own document, and submit for filing along with:

- A \$30 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form or document.

Important! California nonprofit corporations are not automatically exempt from paying California franchise tax or income tax each year. A separate application is required in order to obtain tax exempt status.

Note: Before submitting this form, you should consult with a private attorney for advice about your specific business needs.

FILED Secretary of State State of California

AUG 25 2016

ICC This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm

Corporate Name (List the proposed corporate name. Go to www.sos.ca.gov/business/be/name-availability.htm for general corporate name requirements and restrictions.)

The name of the corporation is Eagle Collegiate Academy

Corporate Purpose (Item 2a: Check one or both boxes. Item 2b: The specific purpose of the corporation must be listed if you are organizing for "public" purposes, or if you intend to apply for tax-exempt status in California.)

- a. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for: public purposes, charitable purposes.
b. The specific purpose of this corporation is to Education

Service of Process (List a California resident or an active 1505 corporation in California that agrees to be your initial agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a 1505 corporation as the address for service of process is already on file.)

a. California Corporate Agents, Inc.

Agent's Name CA
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

Corporate Addresses

- a. 21133 Cross Creek Drive Santa Clarita CA 91350
b. P. O. Box 803234 Santa Clarita CA 91380

Additional Statements (The following statements are required to obtain tax exemption from the Internal Revenue Service or the California Franchise Tax Board under Internal Revenue Code section 501(c)(3). Note: Corporations seeking other types of tax exemptions should not use this form.)

- a. This corporation is organized and operated exclusively for the purposes set forth in Article 2a hereof within the meaning of Internal Revenue Code section 501(c)(3).
b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign...
c. The property of this corporation is irrevocably dedicated to the purposes in Article 2a hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

This form must be signed by each incorporator. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of incorporation.

Ogochukwu Okoye-Johnson
Incorporator - Sign here

Ogochukwu Okoye-Johnson
Print your name here

Make check/money order payable to: Secretary of State
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail
Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Drop-Off
Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

**BYLAWS**

**OF**

**EAGLE COLLEGIATE ACADEMY**



**A California Public Charter School**

**Operating as a Nonprofit Public Benefit Corporation**

ARTICLE 1: OFFICES

Section 1.1 Principal Office

The Board of Directors shall determine where the principal office for the transaction of the business of the Corporation shall be located. The Board of Directors may change the principal office from one location to another, and shall amend this section accordingly.

Section 1.2 Other Offices

The Board of Directors may at any time establish other offices in order to advance the proper purposes of the Corporation.

ARTICLE 2: OBJECTIVES AND PURPOSES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the Articles of Incorporation, including any amendments thereto. 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.

ARTICLE 3: DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall be to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE 4: NO MEMBERS

This Corporation shall have no members within the meaning of the California Nonprofit Public Benefit Corporation Law. All rights, which would otherwise by law vest in the members, shall vest in the Board.

### Section 5.1 Powers

(a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:

(i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within the State of California for the holding of any meeting.

(iii) Borrow money and incur indebtedness on behalf of the Corporation 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.

(iv) Adopt, make, and use a corporate seal and alter the form of the seal.

### Section 5.2 Number of Directors

The number of Directors shall be not less than five (5) nor more than thirteen (13), with the exact authorized number of Directors to be determined by the Board from time to time.

### Section 5.3 Board of Directors; Term of Office.

(a) The President of the Board shall be selected by a majority vote of the Directors following the appointment or election of Directors at each Annual Meeting. Parents and community members will have an opportunity to nominate Directors.

(b) The President, Vice President, Treasurer and Secretary of the Board will serve for three (3) years while the other Directors will serve for two (2) years to ensure continuity. No Director will serve for more than three (3) consecutive terms. After serving for three (3) consecutive terms, a Director will wait for a minimum of two (2) years in order to become eligible to be nominated or appointed to the Board.

(c) A vacancy on the Board shall occur in the event of (i) the death, resignation or removal of any Director; (ii) the declaration by resolution of the Board of Directors 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 of competent jurisdiction to have breached a duty under the California Nonprofit Public Benefit Corporation Law; (iii) the failure of the Board of Directors, at any meeting at which any Director is to be elected, to elect the number of Directors required to be elected at such meeting; or (iv) the increase in the number of Directors. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors is less than a quorum, by (i) the unanimous consent of the Directors then in office, (b) the affirmative vote of the majority of Directors then in office at a meeting held according to notice in compliance with the provisions of the Ralph M. Brown Act, or (c) a sole remaining Director.

(d) Except as designated below, any Director may resign by giving written notice to the President of the Board, to the Secretary, or to the Board of Directors. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective. Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without a duly elected Director.

(e) Any Director may be removed, with or without cause, by a vote of the majority of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of the meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act.

#### Section 5.4 Compensation of Directors

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of actual reasonable expenses incurred in carrying out his or her duties. Directors shall not otherwise be compensated.

#### Section 5.5 Restriction on Employee Directors and Interested Persons

Current directors may not be current employees of the Corporation or interested persons. An interested person is a current employee of the Corporation or a relative by blood or marriage of any of the Directors.

The Board of Directors may adopt other policies circumscribing potential conflicts of interest.

#### Section 5.6 Non-Liability of Directors

No Director shall be personally liable for the debts, liabilities or other obligations of this Corporation.

#### Section 5.7 Contracts with Non-Director Designated Employees

This Corporation shall not enter into a contract or transaction in which a non-Director designated employee directly or indirectly has a material financial interest unless all of the requirements of the Corporation's Conflict of Interest Policy have been fulfilled.

#### Section 5.8 Compliance with Laws Governing Student Records

This Corporation and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA").

#### Section 5.9 Non-Discrimination

This Corporation shall not discriminate on the basis of race, religion, disability, national origin, gender, age or sexual orientation in hiring, firing or admissions.

### ARTICLE 6: MEETINGS

#### Section 6.1 Place of Meetings

Meetings shall be conducted at the principal office of the Corporation. The Board of Directors may also designate that a meeting be held at any place within California that has been identified and noticed in compliance with the provisions of the Ralph M. Brown Act.

#### Section 6.2 Meetings; Annual Meeting

All meetings, commencing with the charter approval of Eagle Collegiate Academy, of the Board of Directors, including the Annual Meeting, shall be called, noticed and held in compliance with the provisions of the Ralph M. 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. The Annual Meeting shall be held at a time, date and place as may be specified and noticed by the Board of Directors.

#### Section 6.3 Regular Meetings

Regular meetings of the Board of Directors, including the Annual Meeting, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least seventy-two (72) hours before a regular meeting, the Board of Directors, or its designee, shall post an agenda containing a brief description of each item of business to be transacted or discussed at the meeting.

#### Section 6.4 Special Meetings

(a) Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board, or any two (2) Directors. The party calling a special

meeting shall determine the place, date and time. In accordance with the Ralph M. Brown Act, special meetings 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 containing a description of the general nature of the business proposed. Pursuant to the Ralph M. Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

(b) 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 Directors is regularly held.

(c) Notice by mail or email 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 whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

(d) 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, may be transacted at a special meeting.

#### Section 6.5 Quorum

During open session, a majority of the directors then in office shall constitute a quorum. For purposes of closed session, a majority of the directors then in office and eligible to vote on the closed session item shall constitute a quorum. All acts or decisions of the Board of Directors shall be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of Directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

#### Section 6.6 Telephone Conference Meetings

Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Ralph M. Brown Act are followed:

(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 districts in which the Corporation's schools operate;

(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 locations; 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 6.7 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case 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 the provisions of the Ralph M. Brown Act.

## ARTICLE 7: COMMITTEES

### Section 7.1 Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two (2) or more Directors, and only of directors, to serve at the pleasure of the Board. Meetings of committees pursuant to Article 6 of these bylaws shall comply with the provisions of the Ralph M. Brown Act, including those provisions concerning advisory committees as set forth therein. Minutes of each such meeting shall be kept and filed with the corporate records. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

(a) Take any final action on any matter that under the California Nonprofit Public Benefit Law also requires approval of the members or approval by a majority of the members;

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

(c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;

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

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

(f) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

#### Section 7.2 Executive Committee

The Board may appoint two (2) or more Directors and the President to serve as the Executive Committee of the Board. The President shall serve as chairperson of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board. The Executive Board will be responsible for ensuring the Board's compliance with all rules and regulations, and for maintaining and developing a healthy Board membership. It will also be responsible for working with ECA CEO to analyze academic progress and ensure that the Charter School is meeting the stated academic accountability goals of its charter application, as well as any additional measures of academic success that the Board and Charter School leadership establish and deem appropriate.

#### Section 7.3 Compensation Committee and Compensation Review

At any time this Corporation compensates its CEO, the Corporation shall have a Compensation Committee consisting of at least three (3) Directors and exclusively of Directors. The Compensation Committee shall review the compensation of the CEO as well as of such other Officers of the Corporation as the Compensation Committee determines appropriate. This review shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts to the Board. At the request of the CEO or the Board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans.

#### Section 7.4 Finance Committee

The Finance Committee will ensure that the Board monitors the Charter School's finances as well as ensures that the Charter School has robust financial and accounting systems and procedures in place. The Finance Committee will work with the CEO to develop an annual budget (by May of the previous year) and present it to the full Board for review and approval. Monthly financial reports with analyses of actual revenues and expenses versus budgeted amounts will be submitted to the Board along with an income statement and balance sheet.

#### Section 7.5 Audit Committee

At all times that this Corporation is required by applicable law to have an independent audit, or at any time the Corporation voluntarily chooses to do so, the Corporation shall have an Audit Committee consisting of at least three (3) Directors and may include nonvoting advisors. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary, (ii) negotiating the auditor's compensation, (iii) conferring with the auditor regarding the Corporation's financial affairs, and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

#### Section 7.6 Advisory Committees

The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or nondirectors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

#### Section 7.7 Meeting and Action of Committees

The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

### ARTICLE 8: OFFICERS

#### Section 8.1 Officers

The Corporation shall have the following Officers: Chief Executive Officer (CEO), and any Officers as the Board may designate. Officers need not be Directors.

#### Section 8.2 Election of Officers

The officers of the corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board.

#### Section 8.3 Removal of Officers

The Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the powers of removal.

#### Section 8.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Directors, the CEO, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

#### Section 8.5 Vacancies in Office

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

#### Section 8.6 Responsibilities of Officers

(a) Chief Executive Officer (CEO). The CEO shall be the general manager of the Corporation and shall supervise, direct and control the Corporation's activities, affairs, and officers. The CEO shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The CEO shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The CEO shall perform other duties as may be prescribed by the Board of Directors or the Bylaws.

(b) Secretary. The 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 Directors and committees of Directors. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special, and if special, how authorized; the notice given; and the names of those Directors present at such meetings. The Secretary shall keep or cause to be kept 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 of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(c) Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The books of account shall be open to inspection by any Director at all reasonable times. The treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be

designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the CEO and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. If required by the Board of Directors, the treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## ARTICLE 9: RECORDS AND REPORTS

### Section 9.1 Maintenance of Articles and Bylaws

The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

### Section 9.2 Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

### Section 9.3 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 the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. This right of inspection may be limited by FERPA or other such similar laws.

### Section 9.4 Annual Report

Within 120 days after the end of the Corporation's fiscal year, the CEO shall furnish or cause to be furnished a written report to all Directors containing the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

- (c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction during the previous fiscal year involving more than \$50,000 in which the Corporation (or its parent or subsidiaries, if any) was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; and
- (f) Any other information required under these Bylaws.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation.

#### Section 9.5 Financial Audit

The Corporation will conduct an annual independent financial audit of the books and records, including a review of average daily attendance, of the Charter School as required by Education Code Sections 47605(b)(5)(I) and 47605(m). Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

### ARTICLE 10: INDEMNIFICATION OF DIRECTORS AND OFFICERS

#### Section 10.1 Right to Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable

standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### Section 10.2 Insurance

This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such.

### ARTICLE 11: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

#### Section 11.1 Contracts with Directors and Officers

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

#### Section 11.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

#### ARTICLE 12: FISCAL YEAR

The fiscal year of the Corporation shall end on June 30.

#### ARTICLE 13: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors.

#### ARTICLE 14: CONSTRUCTION AND DEFINITIONS

##### Section 14.1 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, and the plural number includes the singular.

##### Section 15.2 Electronic Transmission

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written”, and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

#### CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Eagle Collegiate Academy, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of fifteen (15) pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on June 29, 2019, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this June 29, 2019.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Ogo Okoye-Johnson, Ph. D.  
Secretary Print Name

# **CONFLICT OF INTEREST CODE**

**OF**

# **EAGLE COLLEGIATE ACADEMY**



**A California Public Charter School**

**Operating as a Nonprofit Public Benefit Corporation**

## **I. ADOPTION**

In compliance with the Political Reform Act of 1974, California Government Code Section 87100, et seq., Eagle Collegiate Academy, ECA, hereby adopts this Conflict of Interest Code (“Code”), which shall apply to all governing board of directors and all other designated employees of ECA (“Charter School”), as specifically required by California Government Code Section 87300.

## **II. DEFINITION OF TERMS**

As applicable to a California public charter school, the definitions contained in the Political Reform Act of 1974, the regulations of the Fair Political Practices Commission, specifically California Code of Regulations Section 18730, and any amendments or modifications to the Act and regulations are incorporated by reference to this Code.

## **III. DESIGNATED EMPLOYEES**

Employees of this Charter School, including governing Board of Directors, who hold positions that involve the making or participation in the making, of decisions that may foreseeably have a material effect on any financial interest, shall be “designated employees.” The designated positions are listed in “Exhibit A” attached to this policy and incorporated by reference herein.

## **IV. STATEMENT OF ECONOMIC INTERESTS: FILING**

Each designated employee, including governing Board of Directors, shall file a Statement of Economic Interest (“Statement”) at the time and manner prescribed by California Code of Regulations, title 2, section 18730, disclosing reportable investments, interests in real property, business positions, and income required to be reported under the category or categories to which the employee’s position is assigned in “Exhibit A.”

An investment, interest in real property or income shall be reportable, if the business entity in which the investment is held, the interest in real property, the business position, or source of income may foreseeably be affected materially by a decision made or participated in by the designated employee by virtue of his or her position. The specific disclosure responsibilities assigned to each position are set forth in “Exhibit B.”

### **Statements Filed with the Charter School**

All statements shall be supplied by the Charter School. All statements shall be filed with the Charter School. Upon receipt of the statements for the Board of Directors, and the Chief Executive Officer, the Charter School’s filing officer shall make and retain a copy of the statements and forward the original to the Fair Political Practices Commission. All other statements will be retained by ECA. ECA will make the statements available for public inspection and reproduction.

## **V. DISQUALIFICATION**

No designated employee shall make, participate in making, or try to use his/her official position to influence any Charter School decision which he/she knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of his or her immediate family.

## **VI. MANNER OF DISQUALIFICATION**

### **A. Non-Governing Board of Directors Designated Employees**

When a non-governing Board Director designated employee determines that he/she should not make a decision because of a disqualifying interest, he/she should submit a written disclosure of the disqualifying interest to his/her immediate supervisor. The supervisor shall immediately reassign the matter to another employee and shall forward the disclosure notice to the Charter School Chief Executive Officer (CEO), who shall record the employee's disqualification. In the case of a designated employee who is head of an agency, this determination and disclosure shall be made in writing to his/her appointing authority.

### **B. Governing Board of Directors Designated Employees**

Governing Board Directors shall disclose a disqualifying interest at the meeting during which consideration of the decision takes place. This disclosure shall be made part of the Board's official record. The Board Director shall refrain from participating in the decision in any way (i.e., the Board Director with the disqualifying interest shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken) and comply with any applicable provisions of the Charter School bylaws.

## **EXHIBIT A**

### Designated Positions

<u>Designated Position</u>	<u>Assigned Disclosure Category</u>
Members of the Governing Board	1, 2
Board President	1, 2
Vice President	1, 2
Board Secretary	1, 2
CFO/Treasurer	1, 2
CEO	1, 2
Lower, Middle and Upper School Directors	1, 3
Consultants/New Positions	*

\*Consultants/New Positions shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation:

The CEO may determine in writing that a particular consultant or new position, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements in this section. Such written determination shall include a description of the consultant’s or new position’s duties and, based upon that description, a statement of the extent of disclosure requirements. The CEO’s determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code (Government Code § 81008).

## **EXHIBIT B**

### Disclosure Categories

#### Category 1

Designated positions assigned to this category must report:

- a. Interests in real property located in whole or in part within two (2) miles of any facility utilized by ECA, including any leasehold, beneficial or ownership interest or option to acquire such interest in real property.
- b. Investments and business positions in business entities, or sources of income (including receipt of gifts, loans, and travel payments) that engage in the purchase or sale of real property or are engaged in building construction or design.

#### Category 2

Designated positions assigned to this category must report:

Investments and business positions in business entities or sources of income (including receipt of gifts, loans, and travel payments) from sources that are contractors engaged in the performance of work or services, or sources that manufacture or sell supplies, instructional materials, machinery or equipment of the type to be utilized by ECA.

#### Category 3

Designated positions assigned to this category must report:

Investments and business positions in business entities or sources of income (including receipt of gifts, loans, and travel payments) from sources that are contractors engaged in the performance of work or services, or sources that manufacture or sell supplies, instructional materials, machinery or equipment of the type to be utilized by the designated position's department. For the purpose of this category, a Lower, Middle or Upper School Director's department is his/her entire grade span.