

UNDER CONSTRUCTION EDUCATION NETWORK, INC.,

a California Non-Profit Corporation

D.B.A. Oasis Public Charter School

PROPOSED BYLAW Updates and Revisions for consideration on July 24, 2020.

Vote re: approval of Bylaws

Sergio Guzman- Member	Yes <input checked="" type="checkbox"/> _____
Jacqueline Vasquez- Member	Yes <input checked="" type="checkbox"/> _____
Maria Alvarez - Member	Yes <input checked="" type="checkbox"/> arrived late 7:06pm_

THIRD AMENDED BYLAWS Of

Under Construction Educational Network, Inc.,

A California Nonprofit Public Benefit Corporation

Article I -

Name

The corporation formerly known as All Children for Tomorrow, Inc., shall be called Under Construction Educational Network, Inc., referred to hereafter as UCEN.

Article II -

Authority

All Children for Tomorrow was formed by Barbara Blalock on July 26, 1998. Authority was passed to the Board of Directors on March 27, 2000. The Board of Directors officially changed the name of the corporation on April 27, 2000.

Article III -

Mission

The mission of the Under Construction Educational Network, Inc., is to provide educational programs and forums for the Monterey Bay region that generate advocacy for active student engagement (Constructivist learning theory) with culturally relevant, intellectually rich curriculum aimed toward equity, social justice and participation in a linguistically and culturally diverse democracy.

Article IV –

Offices

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located at 1135 Westridge Parkway, Salinas, in Monterey County, California.

Section 2. Other Offices

The corporation may also have 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 V - Members

There are no members of this corporation.

Article VI - Directors

Section 1. Number

The Board of Directors shall be no less than three (3) and no more than five (5) members and no more than two alternate members at a given time. The board of directors should be a mix of community members and parents with no more than two (2) current parents on the Board at a given time. Ultimately, the Board has the authority to make the final decisions depending on the circumstances.

Section 2. Powers

The Board of Directors shall have all the powers, duties and responsibilities as given by law, and all powers normally given to the members.

Section 3. Terms

The Board Members shall serve one term of three (3) years. The Board members terms begin when they are voted in.

A) In case of an emergency, the Board can extend a term to no longer than one year.

B) Ultimately, the Board has the authority to make the final decisions depending on the circumstances.

Section 4. Elections

Board Members shall be elected for officer positions at the annual meeting in June by a majority vote of the seated directors. At the Board meeting prior to the Annual Meeting, the Governance Committee shall present the names of recommended Board members for election or re-election. Any current Board of Directors shall not be voting members of any school committee.

Section 5. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Since this corporation has no members, directors may be removed for cause by a two-thirds (2/3rd) vote of the seated directors.

Any director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Potential directors to fill vacancies on the board shall be proposed by the President following consultation with the Governance Committee and shall be elected by majority vote of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office. If the remainder of the term is less than one (1) year, that portion shall not be included in the term limit.

Section 6. Removal

A director may be removed for cause by a two-thirds (2/3rd) vote of the seated directors.

Section 7. Compensation

Directors shall serve without compensation but may receive reasonable advancement or reimbursement of expenses incurred in the performance of regular duties in accordance with

the provisions of adopted policies.

Section 8. Restriction Regarding Interested Directors

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 who has been compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable reimbursement 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.

Section 9. Place of Meetings

A. Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California that has been designated from time to time by the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another and the applicable rules contained in the Brown Act (Government Code sections 54950, *et seq.*) are followed.

B. Regular meetings of directors shall be held once each month with the May meeting designated as the corporation's Annual Meeting. All directors will be notified as to the exact time, date, and location by telephone, mail or electronic mail.

C. Special meetings of the Board of Directors may be called by the President of the Board or a majority of the Board and such meetings shall be held at the principal office of the corporation. D. Regular meetings of the board may be held with seventy-two (72) hours' notice in compliance with the Brown Act. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, electronic mail. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon sending. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation.

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. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Provided, however, that the notice provisions of the Brown Act will be followed for Regular, Special and Emergency meetings.

Notice of the time and place of holding an adjourned meeting will follow the requirements of the Brown Act.

E. A quorum for the transaction of business shall consist of a majority of the currently seated Directors. Any member participating electronically shall be deemed present for the purpose of quorum and voting.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation or by law, no business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. approval of a matter by the board.

F. Meetings of the Board of Directors shall be presided over by the President of the Corporation. In his or her absence, the meeting shall be presided over by the Vice President of the corporation or, in the absence of each of these persons, 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, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by commonly accepted parliamentary procedures insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

Section 10. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 11. Indemnification By Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, 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 proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, 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 12. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing 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 VII - Officers

Section 1. Officers

The officers of the corporation shall be a President, a Vice-President, Secretary and Treasurer.

Section 2. Qualification, Election and Term of Office

Any board member in good standing may serve as an officer of this corporation. A slate of Officers shall be presented for consideration by the Governance Committee at the Board meeting prior to the annual meeting. Officers shall be elected by the Board of Directors at the annual meeting in June and shall hold office for one year. Positions are renewable.

Section 3. Removal and Resignation

Any officer may be removed for cause by two-thirds (2/3rd) vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Duties of the President caused by a vacancy shall be fulfilled by the Vice President until the next election cycle.

Section 5. Duties

The duties of each officer shall be those normally incident to such office and other duties as assigned or designated by the Board.

A. President

The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

B. Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have

other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

C. Secretary

The Secretary shall:

a. Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors.

c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

d. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request of the bylaws and the minutes of the proceedings of the directors of the corporation.

D. Treasurer

The Treasurer shall:

a. Oversee the preparation of and adherence to an annual budget. The fiscal year shall be July 1 to June 30.

b. Serve on the Board Finance Committee and present quarterly reports to the Board.

c. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

d. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Article VIII- Committees

The Board shall be authorized to appoint such committees as it deems necessary for the conduct of the corporation.

A. All Committee Chairs shall be appointed by the President of the Board with the advice and consent of the Board. They shall serve one-year renewable terms not to exceed three years.

B. Committee members shall be appointed by the Committee Chair, with the advice of the Governance Committee

D. Committee members (except as designated below) do not need to be members of the Board, however, every committee shall have at least one Board Member. Non-Board members may serve on only one committee at a time.

E. All committees may include as non-voting members, experts in any given field of knowledge needed for the functions of that committee.

F. Committees shall act in an advisory capacity only to the board.

Article IX – Standing Committees

Section 1. Governance

A. The Governance Committee shall be composed of not less than three (3) Board Members and shall not include any non-Board members;

B. The committee shall act as a recruitment and nominations committee and make nominations for Board Members and Officers and recommendations to fill vacancies.

C. The committee shall also be responsible for the on-going training, mentoring and monitoring of the Members of the Board of Directors and ensuring their engagement and accountability. Additionally, the committee shall track Board terms.

Section 2. Finance

A. The Finance committee shall include at least two (2) Board Members, one being the Treasurer who shall not be the Chair of the committee.

B. The committee shall meet monthly, and at other times as needed, to review the finances and provide budget oversight. They shall work with any and all accountants or outside counsel and deliver quarterly reports to the full Board.

B. The committee shall be responsible for the corporation's fiscal policies and practices.

C. The committee shall recommend investment of funds as needed to safeguard and maximize the return on such funds.

D. When appropriate, the Finance Committee will cooperate with the Audit Committee, including recommending auditing firms.

Article X-Execution of Instruments

Section 1. Execution of Instruments

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.

Article XI-Bylaws

Section 1. Adoption of Bylaws:

These amended bylaws shall become effective upon approval of the Board.

Section 2. Amendments to Bylaws:

These bylaws may be amended by an affirmative two-thirds (2/3rd) vote of the seated Board at any meeting provided the amendments have been submitted to the members of the Board at the meeting prior to the voting meeting.

Article XII-Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the persons named as the directors of Under Construction Educational Network, Inc. a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Secretary of the Board of Director:

Date: