

BYLAWS OF DESERT TRAILS, INC.

Operating Desert Trails Preparatory Academy, a California Public Charter School

Operating Desert Trails Preparatory Academy II, a California Public Charter School

ARTICLE I NAME

SECTION 1. NAME.

The name of this corporation is Desert Trails, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE OF THE CORPORATION

SECTION 1. PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of the activities and affairs of this corporation is located at 14350 Bellflower Street, City of Adelanto, County of San Bernardino, State of California, 92301.

SECTION 2. OTHER OFFICES OF THE CORPORATION

The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

SECTION 1. GENERAL AND SPECIFIC PURPOSES

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any purpose. It is for educational and charitable purposes. The specific purpose of this corporation is to provide oversight supervision for educational programs and schools and implement ways to improve the effective delivery of education to students from kindergarten to high school. The objective is to help students in the San Bernardino County area to receive an outstanding academic program.

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) by 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV DEDICATION OF ASSETS

SECTION 1. DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501 (c)(3).

ARTICLE V CORPORATION WITHOUT MEMBERS

SECTION 1. CORPORATIONS WITHOUT MEMBERS

This corporation shall have no members within the meaning of the California Corporations Code §5310(a).

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

Subject to the provisions and limitations of the California Corporations Code and any other applicable laws, and subject to any limitations of the Corporation's Articles of Incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (also known as the "Board"). The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. DUTIES

It shall be the duties of the Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws;
- C. Prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- D. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- E. Meet at such times and places as required by the Bylaws;
- F. Register their addresses with the Secretary of the Corporation and notices of meetings or otherwise delivered in writing to them at such addresses shall be valid notices thereof.

SECTION 3. NUMBER OF DIRECTORS

There shall initially be three (3) Directors of the corporation. Thereafter, the number of Directors of the corporation shall be fixed from time to time by a resolution of the Board of Directors but in no event shall be less than three (3).

SECTION 4. ELECTION; TERMS OF OFFICE

The members of the Board of Directors shall be elected every four years by the members. Unless their terms are sooner terminated due to resignation or removal, each Director's term shall expire on the date of the Corporation's annual meeting. Persons elected as a Director may be reelected as a Director for two consecutive terms.

SECTION 5. VACANCIES

Vacancies in the Board of Directors shall be filled by action of the Board of Directors. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of Directors, or if any Director fails to attend three (3) consecutive meetings of the Board without excuse. Provided, however, that except upon notice to the Attorney General, no Director may resign where the corporation would be left without a duly elected Director in charge of its affairs.

SECTION 6. ANNUAL AND REGULAR MEETINGS

Regular meetings of Directors shall be held on such date and times as shall be fixed by the Board by resolution at its annual meeting. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. The annual regular meeting of the Directors shall be held in the month of July of each year. 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, Cal. *Govt. Code* §54950 *et. seq.* (the "Brown Act"), as that legislation may be modified from time to time by subsequent legislation or other applicable law.

SECTION 7. AUTHORITY TO CALL SPECIAL MEETINGS

Special and emergency meeting of the Board of Directors for any purpose may be called at anytime by the President or any Vice-President, the Secretary, or any two Directors in accordance with the requirements of the Brown Act.

SECTION 8. QUORUM

A quorum shall consist of a majority of the Board of Directors then in office. The Board at any meeting at which a quorum, as hereinbefore defined, is not present shall take no action.

When a meeting is adjourned for lack of a quorum, the meeting shall be adjourned in accordance with the requirements of these Bylaws.

SECTION 9. TRANSACTIONS OF THE BOARD

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the Corporation, or provisions of the California Corporations Code require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 10. CONDUCT OF MEETINGS

The President or in his or her absence, the Vice-President, in descending order shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board. Directors of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such a meeting do so in accordance with the requirements of the Brown Act.

SECTION 11. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to a time and place specified in the order of adjournment. If all members are absent from a regular meeting, the Secretary may declare the meeting adjourned to a stated time and place and give written notice in the same manner provided for special meetings. A copy of the order or notice of adjournment must be posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. Any hearing at a meeting of a public body may be continued to a subsequent meeting in the same manner. However, if the continuance of the hearing is for less than 24 hours, the copy of the notice or order must be posted immediately following the meeting at which the continuance occurred.

SECTION 12. FEES AND COMPENSATION

Directors shall not be compensated for serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred on behalf of the corporation. Members of committees shall not be compensated for serving on a committee. Members of committees shall be entitled to reimbursement of expenses incurred on behalf of the corporation.

SECTION 13. RESIGNATION OF DIRECTOR

Any Director may resign effective on giving of written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would be left without a duly elected Director or Director in charge of its affairs.

SECTION 14. NON-LIABILITY OF DIRECTORS

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE VII OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, Vice-President, a Secretary and a Treasurer. Neither the Secretary or Treasurer may serve as President.

SECTION 2. ELECTION OF OFFICERS

Any member of the Board may serve as an officer of this Corporation. Officers shall be elected by the Board of Directors at the Corporation's annual meeting, or at such other times as necessitated by

resignation or removal of a Director, and each officer shall hold office for two consecutive terms or until he or she resigns or is removed or is no longer on the Board of Directors, or otherwise disqualified to serve, or until his or her successor shall be elected or qualified, whichever occurs first.

SECTION 3. DUTIES OF OFFICERS:

President: The President shall be the General Manager and Chief Executive Officer of the Corporation and shall, subject to the approval of the Board, have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall perform all duties incident to the office of the President and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors. Unless specifically authorized by the Board, no other officer, agent, or employee shall have any power of 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. The President will act as the liaison between the Executive Administrator of the charter school, if any, and the Board of Directors.

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 such 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.

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, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.
- C. See that all notices are duly given in accordance with provisions of these Bylaws or as required by law.
- D. Be custodian of the records and of the corporate 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 by these Bylaws.
- E. Keep at the principal office of the Corporation a membership book containing the name and address of each and any Directors and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

- F. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
- G. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Treasurer: The Treasurer shall act as the Chief Financial Officer of the Corporation and keep and maintain in written form or in any other form capable of being converted in written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Board, or to his or her agent or attorney. The Treasurer shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever. The Treasurer shall deposit all monies and other valuables, in the name of, and to the credit of, the Corporation, with such depositories, as may be designated by the Board.

The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed by law or as may be prescribed or required from time to time by the Board of Directors of these Bylaws.

SECTION 4. RESIGNATION AND REMOVAL OF OFFICERS

Any officer may resign at any time on written notice to the Corporation without prejudice to the right, if any, of the Corporation under any contract to which the officer is a party. An officer may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

SECTION 5. VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause shall be filled in the manner prescribed elsewhere in these Bylaws.

ARTICLE VIII CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California:

- A. Minutes of all meetings of committees of the Board and, if this Corporation has directors, of all meetings of directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and proceedings thereof.
- B. Adequate and correct books and records of accounts including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- C. A record of its directors, if any, indicating their names and addresses, and if applicable, the class of membership held by each member and the termination date of any membership.
- D. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors, if any, of the corporation at all reasonable times during office hours.

SECTION 2. DIRECTOR'S INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

SECTION 3: ANNUAL AUDIT

The Board shall cause an annual audit to be available not later than one hundred and eighty (180) days after the close of the Corporation's fiscal year to any member who requests it in writing. Such report shall contain the following information in appropriate detail:

- 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 to 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 information required by these Bylaws; and
- F. An independent accountants certification of the audit as required the Charter Schools Act, Ed. Code §47605 *et. seq.*

ARTICLE IX EXECUTION OF INSTRUMENTS AND ACCEPTANCE OF GIFTS

SECTION 1: EXECUTION OF INSTRUMENTS

The Board of Directors may, in its discretion, determine the method and by resolution designate the signatory officer or officers or other person other persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the Corporation.

SECTION 2: ACCEPTANCE OF GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, gifts-in-kind, bequest, or devise for the education or public purpose of this Corporation. The Board of Directors may also from time to time, authorize any officer or director to accept the terms described in this section.

ARTICLEX AMENDMENT OF BYLAWS

SECTION 1: AMENDMENTS

These Bylaws may, from time to time and at any time, be amended or repealed and new or additional bylaws adopted, by affirmative vote of a majority of the Board of Directors and subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations.

ARTICLE XI PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1: PROHIBITION AGAINST SHARING CORPORATION PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operations of the Corporation, provided, however , that this provision shall not prevent payment to any such person or reasonable compensation for service performed for the Corporation in effecting any of its public or educational 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 the dissolution of the Corporation. All directors, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the Corporation, after all debts have be satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE XII FISCAL YEAR

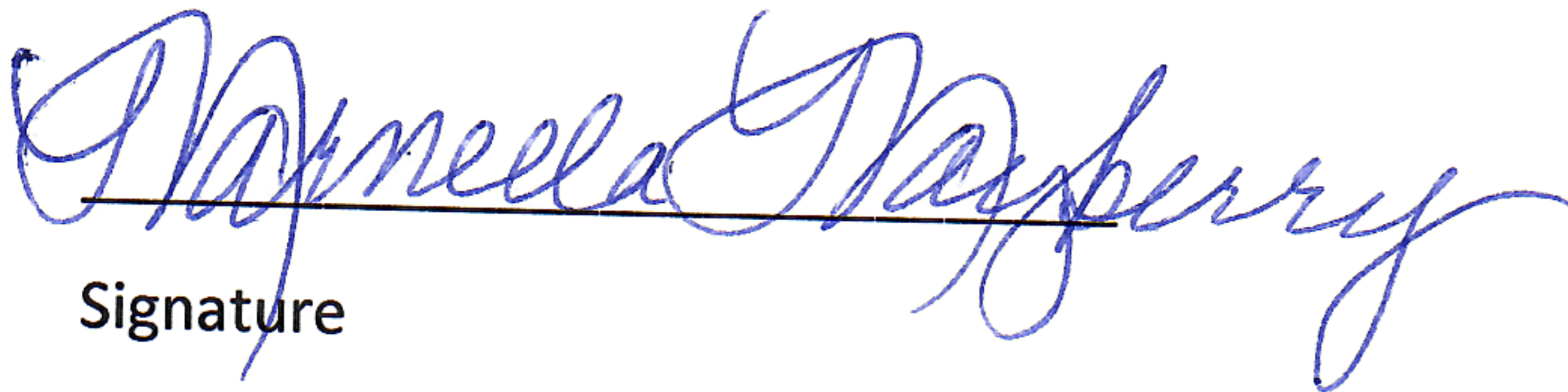
SECTION 1: FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of Desert Trails, Inc. and that the foregoing Bylaws, comprising 8 pages, constitute the Bylaws of said corporation that were duly adopted at a meeting of the corporation's Board of Directors held on March 5, 2020.

IN WITNESS WHEREOF, I have signed my name to this certificate on March 5, 2020.


Signature

Marnella Mayberry, Secretary
[print name]