

AIA By-laws:

Section 4. Conflict of Interest.

Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring regular annual statements to disclose existing and potential conflict of interest and providing for corrective and disciplinary actions for violation of such policies. For the purposes of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a Director, trustee or officer, or has a significant financial or influential interest in the entity contracting or dealing with the corporation."

BASE Charter:

5.1 AIA Board of Directors

AIA is governed by the Board of Directors in accordance with California's Charter Schools Act and the Nonprofit Public Benefit Corporation Law. A designated committee of the AIA Board of Directors will serve as the governing board for the BASE (to be known as the BASE Governing Board Committee) and it will be governed pursuant to this charter and the bylaws adopted by the AIA incorporators, as subsequently amended pursuant to the amendment process specified in the bylaws. (See Appendix D.) The AIA Board of Directors consists of a maximum of 21 regular members. AUSD can be represented on the AIA Board of Directors for purposes of BASE governance and oversight, by one member, to be selected by the AUSD Board of Education. The BASE Governing Board Committee will include a minimum of five (5) members of the AIA Board, to be chosen annually, and including the AUSD representative. In addition, the BASE Governing Board Committee will include two BASE students and one BASE staff member chosen by their respective stakeholder groups. All members of the BASE governing board will comply with conflict of interest rules in AIA's bylaws and other applicable AIA policies.