

**AMENDED AND RESTATED  
BYLAWS**  
of  
**THE CHINESE LANGUAGE SCHOOL OF SOUTHERN  
CALIFORNIA**  
A California Nonprofit Public Benefit Corporation

**ARTICLE I  
OFFICES**

**1.1** Principal Office. The principal office of corporation shall be fixed and located at such place as the Board of Directors (the “**Board**”) shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**1.2** Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

**ARTICLE II  
PURPOSES AND RESTRICTIONS**

**2.1** Purpose. The general purpose of this corporation is to engage in any lawful act or actions for which a corporation may be organized under such law

**ARTICLE III  
MEMBERSHIP**

**3.1** Members. There shall be three classes of members: Members and Honorary Members.

(a) Class A Members of the corporation shall be the families of each student currently enrolled in approved courses at the Chinese Language School operated by the corporation (the "School"), and whose application for membership has been approved by the Membership Committee, which shall be appointed by the Board in conformity with the provisions of Section 4.14 of Article IV of these Bylaws. Approved courses shall include children’s language classes which last for a full academic year and such other classes as the Board may approve from time to time.

Two or more persons or entities may have indivisible interests in a single membership provided each person or entity has submitted an application to the Membership Committee and each such application has been approved. All such persons or entities as a group together shall have the rights and responsibilities of one member unless otherwise provided.

Each Class A Member shall have the right to vote, as set forth in Section 3.12 of this Article III, for the election of directors, on a disposition of all or substantially

all of the assets of the corporation, on a merger and on a dissolution and any other matter properly brought before the members. Additionally, Class A Members shall have all of the rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

In the event of dissolution of the corporation, the Class A Members of record at the time a certificate evidencing the corporation's election to dissolve is filed with the Attorney General or, if no such election is made, at the time an order for winding up and dissolution of the corporation is entered shall receive the assets of the corporation remaining after (a) return of those assets held upon a valid condition requiring return, transfer, or conveyance, which condition has occurred or will occur; (b) disposition of those assets held in a charitable trust in compliance with the provisions of any trust under which such assets are held; (c) payment, or adequate provision for payment, of all taxes, penalties, debts and liabilities; and (d) other provisions required under applicable law. Such remaining assets shall be so distributed pro-rata to each Class A Member in proportion to such member's voting rights.

(b) Class B Members shall be teachers and teaching assistants currently engaged by the school and in good standing. Class B Members shall not be entitled to vote on any matter which may be brought before the members including the election of directors, a disposition of all or substantially all of the assets of the corporation, a merger or a dissolution.

(c) Class C Members are persons who have served as a Principal during any academic school year commencing 2013. Class C Members who are not otherwise Class A Members shall not be entitled to vote on any matter which may be brought before the members including the election of directors, a disposition of all or substantially all of the assets of the corporation, a merger or a dissolution. Class C Members shall be eligible to serve as a Chairman of the Board as set forth in Section 4.5 hereof.

Nothing in this Section 3.1 shall be construed as limiting the right of the corporation to refer to persons or entities associated with it as "members" even though such persons or entities are not members as defined above, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Mutual Benefit Law or the foregoing provisions of this Section 3.1, unless such persons or entities shall have applied and been approved for membership as above set forth. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in this Article III, upon any person or entity who does not have the right to vote on any of the matters set forth in the third paragraph of this Section 3.1, but no such person or entity shall be a member within the meaning of said Section 5056.

**3.2** Membership Fee. Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board.

**3.3** Transfer of Membership. The Board may not provide for the transfer of memberships.

**3.4** Termination of Membership. The Board may terminate or suspend a membership or expel or suspend a member for nonpayment of fees, periodic dues or assessments, for failure to maintain a child enrolled in the School or for conduct which the Board shall deem inimical to the best interests of the corporation, including, without limitation, flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give the member who is the subject of the proposed action fifteen days' prior notice of the proposed expulsion, suspension or termination and the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension or termination. A suspended member shall not be entitled to exercise any of the voting rights set forth in Section 3.12 of this Article III.

**3.5** Good Standing. Any member who shall be in arrears in the payment of any installment of fees, periodic dues or assessments more than 10 days after their due date shall not be in good standing and shall not be entitled to vote as a member.

**3.6** Place of Meetings. Meetings of members shall be held either at the principal office of the corporation or at any other place within or without the State of California which may be designated either by the Board or by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary.

**3.7** Annual Meetings. Annual meetings of members shall be held on such date and time as may be fixed by the Board. In any year in which directors are elected, the election shall be held at the annual meeting. Any other proper business may be transacted at the meeting.

**3.8** Special Meetings. Special meetings of members may be called at any time by the Board, the Chairman of the Board, the Principal, not less than ten percent of the Class A Members or any two directors. Upon request in writing to the Chairman of the Board, the Principal, any Vice Principal or the Secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice.

**3.9** Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to vote. Such notice shall

state the place, date and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Notice of a members' meeting shall be deemed given if given:

(a) personally by oral or written notice;

(b) by mail, addressed to a member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid;

(c) by any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, is delivered by facsimile, electronic mail (email) or any other means of electronic transmission; or

(d) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages.

**3.10 Quorum.** A majority of the Class A Members of the corporation shall constitute a quorum at any meeting of members. 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 the act of the members, unless the vote of a greater number or voting by classes is required by law, by the Articles or by these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

**3.11 Adjourned Meetings and Notice Thereof.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented, but in the absence of a quorum (except as provided in Section 3.10 of this Article III) no other business may be transacted at such meeting.

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 thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any members' meeting is adjourned for more than 45 days or, if after adjournment a

new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether annual or special.

**3.12 Voting.** Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Corporation Law and the provisions herein, each Class A Member shall be entitled to such number of votes on each matter submitted to a vote of the members as the number of students such Class A Members shall have enrolled in the School as of the record date. Members who fail to be in good standing, as set forth in Section 3.5 of this Article III, shall not be entitled to vote on any matter. Only Class A Members as of the record date for notice determined in accordance with Section 3.13 of this Article III shall be entitled to notice of any meeting or to vote at any such meeting. Class B and Class C Members shall not be entitled to notice of any meeting of the members or to vote at any such meeting.

Elections need not be by ballot; provided, however, that all elections for directors must be by ballot.

In any election of directors, the candidates receiving the highest number of votes are elected.

If a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, voting trustees, persons entitled to vote under a voting agreement or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

- (i) If only one votes, such act binds all; or
- (ii) If more than one vote, the act of the majority so voting binds all.

Voting shall in all cases be subject to the provisions of Chapter 6 of the California Nonprofit Mutual Benefit Corporation Law.

**3.13 Record Date.** The Board may fix in advance a record date for the determination of the members entitled to notice of any meeting of members. The record date so fixed shall be not more than 60 days nor less than 10 days prior to the date of the meeting. When a record date is so fixed, only members of record on that date are entitled to notice of the meeting for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 45 days.

The Board may fix, in advance, a record date for the determination of members entitled to vote at a meeting of members or to cast written ballots or to exercise

any rights in respect of any other lawful action. The record date so fixed shall be not more than 60 days before the date of the meeting or before the date on which the first written ballot is mailed or solicited or before such other action, as the case may be. A determination of members of record entitled to vote at a meeting shall apply to any adjournment of the meeting unless the Board fixes a new record date for the Adjourned Meeting.

If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in Sections 3.9, 3.13 or 3.15 of this Article III shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

**3.14 Consent of Absentees.** The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote not present signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Mutual Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided - in Section 7511(f) of the California Nonprofit Mutual Benefit Corporation Law.

**3.15 Action Without Meeting.** Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action except election of directors which, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at

which the total number of votes cast was the same as the number of votes cast. Unless a record date for voting purposes be fixed as provided in Section 3.13 of this Article III, the record date for determining members entitled to cast written ballots pursuant to this Section 3.15, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first.

**3.16** Proxies. Every person entitled to vote a membership has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected either (i) by a writing delivered to the Secretary of the Corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or (iii) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution.

**3.17** Inspectors of Election. In advance of any meeting of members, the Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members, the majority of members represented in person shall determine whether one or three inspectors are to be appointed. The duties of such inspectors shall be as prescribed by section 7614(b) of the California Nonprofit Mutual Benefit Corporation Law and shall include: determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting; determining the existence of a quorum; determining the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

**3.18** Conduct of Meeting. The Principal shall preside as chairman at all meetings of the members. The chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing,

the chairman shall have all of the powers usually vested in the chairman of a meeting of members.

**3.19 Member Proposals at Annual Meetings.**

(a) At an annual meeting of the members, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (iii) otherwise properly brought before the meeting by a Class A Member who is a member of record in good standing on the date of the giving of the notice provided for in this Section 3.19 and on the record date for the determination of members entitled to vote at such meeting and who complies with the notice procedures set forth in this Section 3.19.

(b) In addition to any other applicable requirements for business to be properly brought before an annual meeting by a member, the member must have given timely notice thereof in writing to the Secretary of the corporation. To be timely a member's notice must be delivered to or mailed and received at the principal offices of the corporation not less than 45 days nor more than 75 days prior to the date of the current year's annual meeting. A member's notice to the Secretary shall set forth as to each matter the member proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the member proposing such business, (iii) the membership status or relationship to the corporation of the person, (iv) a description of any material interest of such member in such business, (v) a representation that such member intends to appear in person or by proxy at the meeting to bring such business before the meeting and (vi) any other information required by law.

(c) Notwithstanding anything in the bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section 3.19, provided, however, that nothing in this Section 3.19 shall be deemed to preclude discussion by any member of any business properly brought before the annual meeting in accordance with said procedure. The chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 3.19 or other rules applicable to the conduct of business at the annual meeting, and if he should so determine he shall so declare to the meeting, and any such business not properly brought before the meeting shall not be transacted.

**3.20 Nominations of Persons for Election to the Board of Directors.**

(a) In addition to any other applicable requirements, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors.

(b) Nominations of persons for election to the Board of Directors of the corporation may be made (i) by or at the direction of the Board of Directors, (ii) by any nominating committee or person appointed by the Board of Directors or (iii) by any member of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 3.20.

(c) Such nominations, other than those made by or at the direction of the Board of Directors or a nominating committee, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a member's notice must be delivered to or mailed and received at the principal offices of the corporation, during the nomination period designated by the Corporation from time to time. Such member's notice shall set forth (a) as to each person whom the member proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of the person, (ii) the membership status or relationship of the person to the corporation, and (iii) any other information that the Board may reasonably require, including without limitation: the principal occupation or employment of the person; and (b) as to the member giving the notice, (i) the name and record address of the member, and (ii) the membership status or relationship of the person to the corporation. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation.

(d) To be eligible to be a nominee for election or reelection as a director of the corporation, a person must upon request deliver (in accordance with the time periods prescribed for delivery of notice under Section 3.20(c) of these bylaws) to the Secretary at the principal offices of the corporation a written questionnaire, if any, with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the corporation, with such person's fiduciary duties under applicable law, (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein and (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and other policies and guidelines of the corporation.

## **ARTICLE IV DIRECTORS**

**4.1** Powers. Subject to limitations of the Articles, of these Bylaws and of the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the members or by a majority of members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time as they may deem best.

(d) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for such consideration as may be lawful.

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

**4.2** Number of Directors. The authorized number of directors shall be not less than five (5) nor more than fifteen (15), the exact number of directors to be fixed within these limits by resolution of the Board.

**4.3** Election and Term of Office. Directors shall be members of the corporation. Directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. Each director shall serve until the next annual meeting of members and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Chairman of the Board, the Principal, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

**4.4** Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail, at any regular or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting. Vacancies in the Board may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the expiration of the term of the replaced director and until such replacement director's successor has been elected and qualified.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

The following shall not operate to remove any director prior to the expiration of the director's term of office: (i) A reduction in the authorized number of directors; or (ii) The failure of such director to remain a member during such director's term of office; provided that such director was a member at the time that he/she was elected or appointed to the Board.

**4.5** Chairman of the Board. The immediate former Principal shall serve as the Chairman of the Board, provided, that such former Principal is a member in good standing at the time of appointment. Any vacancies in the Chairman of the Board position may be filled by any Class C Member appointed by the Board, or if none, then by any Class A Member who has previously served as a Vice Principal or Treasurer as the Board may determine in its sole discretion. If there are no such eligible members, then such vacancy may be filled by any other member in good standing as determined by the Board.

**4.6** Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

**4.7** Regular Meetings. The Board shall hold a regular meeting of the Directors immediately following each annual meeting of the members or at such other date, time and place as may be fixed by the Board. Other regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

**4.8** Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the Principal, any Vice Principal, the Secretary or any two directors. Notice of special meetings of the Board shall be given not less than 4 days before the date of the meeting to each director. Notice of a meeting shall be deemed given if given:

(a) personally by oral or written notice;

(b) by mail, addressed to a director at the address of such director appearing on the books of the corporation or given by the director to the corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the corporation is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid;

(c) by any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, is delivered by facsimile, electronic mail (email) or any other means of electronic transmission; or

(d) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages.

**4.9 Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 4.12 of this Article IV. 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 shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**4.10 Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**4.11 Waiver of Notice.** Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**4.12 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**4.13 Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall

individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

**4.14 Rights of Inspection.** 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.

**4.15 Committees.** The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or in any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) Except as provided in Section 7233 of the California Nonprofit Mutual Benefit Law, with respect to any assets held in charitable trust, the approval of any self-dealing transaction.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to

meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

**4.16** Fees and Compensation. Directors and members of committees shall serve without compensation; provided, however, that they may be reimbursed for out-of-pocket expenses actually incurred and may be paid for services render the corporation not in their capacity of directors.

## **ARTICLE V OFFICERS**

**5.1** Officers. The officers of the corporation shall be Principal, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one or more Vice Principals, a PTA President, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 5.3 of this Article V. Any number of offices may be held by the same person unless the Articles or these Bylaws provide otherwise. Officers shall be members in good standing. No person may serve for more than two (2) consecutive terms in the same office.

**5.2** Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Sections 5.3 or 5.5 of this Article V, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

**5.3** Subordinate Officers. The Board may elect, and may empower the Principal to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

**5.4** Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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

**5.5** Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**5.6** Principal. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the Principal is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The Principal shall preside at all meetings of the members and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board. The Principal has the general powers and duties of management usually vested in the office of principal and general manager of a corporation and such other powers and duties as may be prescribed by the Board. Only members who have previously served as a Vice President, Treasurer or PTA President shall be eligible to serve as the Principal.

**5.7** Vice Principals. In the absence or disability of the Principal, the Vice Principals, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice Principal designated by the Board, shall perform all the duties of the Principal and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Principal. The Vice Principals shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

**5.8** Secretary. The Vice Principal of General Affairs shall serve as the Secretary unless otherwise determined by the Board. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the number of members present or represented at members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**5.9** Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, and shall send or cause to be sent to the members of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Principal and the directors, whenever they request it; an

account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## **ARTICLE VI OTHER PROVISIONS**

**6.1** Inspection of Corporate Records. Subject to Sections 8330, 8331 and 8332 of the California Nonprofit Mutual Benefit Corporation law, a member may do either or both of the following for a purpose reasonably related to such member's interest as a member:

(i) Inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, upon five business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(ii) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the membership list available on or before the later of ten business days after the demand is received or after the date specified therein as of the date as of which the list is to be compiled.

The corporation may, within 10 business days after receiving a demand, as set forth above in paragraph (i) or (ii) of this Section 6.1, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to paragraph (i) or (ii) of this Section 6.1.

The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon written demand on the corporation of any member at any reasonable time for a purpose reasonably related to such person's interests as a member.

**6.2** Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. If the corporation has no office in the State of California, it shall upon the written request of any member furnish to such member a copy of the Articles or Bylaws as amended to date.

**6.3** Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or

other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the Principal or any Vice Principal and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, 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 for any purpose or amount.

**6.4** Membership Certificates. Subject to the provisions of Section 7314 of the California Nonprofit Mutual Benefit Corporation Law, the corporation shall not issue and shall be under no obligation to issue membership certificates.

**6.5** Representation of Shares of Other Corporations. The Principal or any other officer or officers authorized by the Board or the Principal are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

**6.6** Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

**6.7** Amendments. These Bylaws may be amended or repealed by approval of 2/3 of the quorum of Class A Members or by the approval of 2/3 of the Board; provided, however, that Class A Members must approve any action that would: (a) materially and adversely affect the rights of Class A Members as to voting, dissolution, or redemption, or transfer of memberships; (b) increase or decrease the number of memberships authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or any part of the memberships; or (d) authorize a new class of membership. A Bylaw conferring some or all of the rights of a member of any class upon any person or entity who does not have the right to vote on any of the matters set forth in Section 1 of Article II may be adopted only by approval of the members.

**6.8** Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of its Board Members, officers and agents against any liability asserted against or incurred by them in their capacity as such Board Members, officers or agents or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability.

## **ARTICLE VII INDEMNIFICATION**

**7.1** Definitions. For the purposes of this Article VII, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust "or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 7.4 or 7.5(c) of this Article VII.

**7.2** Indemnification in Actions by Third Parties. The corporation shall indemnify to the fullest extent permitted by law each current and former director or officer of the corporation, and shall have the power to indemnify any other person, who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**7.3** Indemnification in Actions by or in the Right of the Corporation. The corporation shall indemnify to the fullest extent permitted by law each current and former director or officer of the corporation, and shall have the power to indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation; or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as

an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.3:

(a) In respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

**7.4** Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**7.5** Required Determinations. Except as provided in Section 4 of this Article VI any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 7.2 or 7.3 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(b) Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

**7.6** Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

**7.7** Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

**7.8** Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VII, except as provided in Sections 7.4 or 7.5(c), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

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