

**AMENDED AND RESTATED  
BYLAWS  
OF  
LOS ANGELES FAMILY SCHOOL**

**June 2006**

**ARTICLE I**

**OFFICES**

Section 1. Principal Office. The principal office of the corporation for the transaction of its business is located at 2646 Griffith Park Boulevard, Los Angeles, California.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the board of trustees at any place or places.

**ARTICLE II**

**MEMBERS**

Section 1. Qualifications. Active membership shall be granted to (1) the family of any child duly enrolled in a school operated by the corporation, (2) the director and each teacher on the staff of any school operated by the corporation, and (3) any trustee of the corporation. For purposes of the foregoing, the term “family” shall include the parents and guardians of a child enrolled in a school, regardless of the place of residence of said parents or guardians, and shall exclude any family members under the age of eighteen. Other membership requirements may be established by the board of trustees. Any person eligible for membership shall become a member upon acceptance of his or her application by the board of trustees.

Section 2. Fees, Dues, and Assessments. Each member who is a member as a result of a child enrolled in a school must pay, within the time and on the conditions set by the board of trustees, the registration fee and monthly charges for parents in amounts to be fixed from time to time by the board of trustees to remain in good standing with the corporation. The board of trustees may, at its discretion, adjust the fees and charges for memberships, according to the number and age of the children enrolled in the school’s programs or the number of parents in the family, so long as all such fees and charges are applied equally to all members similarly situated. The board of trustees may also make special assessments of the members.

Section 3. Termination of Membership.

(a) Causes of Termination. The membership of any regular member shall terminate immediately upon occurrence of any of the following events:

- (1) The resignation of the member.

(2) The failure of a member to pay monthly charges within the times set forth by the board of trustees.

(3) The determination by the board of trustees or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct set forth for members.

(4) The expulsion or probation of the child upon whose enrollment such membership is based. Membership shall be immediately reinstated upon reinstatement of said child as a student of the school.

(5) Graduation of the child upon whose enrollment such membership was base or other termination of such child's status as a student of the school.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a) above, the following procedure shall be implemented:

(1) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three trustees appointed by the president. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(3) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(4) Any person expelled from the corporation shall receive a refund of the unaccrued balance, if any, of charges already paid. Termination shall not terminate any obligation of a member for accrued fees, dues and assessments.

Section 4. Transfer of Memberships. No member may transfer a membership or any right arising from it. All rights of membership cease on the effective date of a member's resignation, on a membership's termination in accordance with Section 3 of this Article, or on a member's death.

Section 5. Liabilities of Members. No person who is now or who later becomes a member of the corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the corporation shall look only to the assets of the corporation for payment.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

Section 1. Place of Meeting. Meetings of the membership shall be held at any place within or outside the State of California designated by the board of trustees. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

Section 2. Annual Meeting. The annual meeting of members shall be held each year on a date and at a time designated by the board of trustees. The date so designated shall be within five (5) months after the end of the fiscal year of the corporation and within fifteen (15) months after the last annual meeting. At each annual meeting trustees shall be elected and any other proper business may be transacted.

Section 3. Special Meeting.

(a) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The board of trustees, the president, or any two trustees. Special meetings of the members may be called by five or more of the members. By way of clarification only, as set forth in Section 1 of ARTICLE II, all family members of an enrolled student shall constitute one member. As a result, the votes of all members of a single family shall constitute one vote.

(b) Calling meetings by members. If a special meeting is called by members other than members of the board of trustees, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, the vice-president, or the secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article II, that a meeting will be held, and the date and time for such meeting, which date and time shall be fixed by the board of trustees and shall be not less than ten (10) nor more than twenty (20) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the board of trustees.

Section 4. Notice of Members' Meetings.

(a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with subsection (c) of this Section 4 not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the board of trustees, at the time of giving the notice, intends to present for action by the members. The notice of any meeting at which trustees are to

be elected shall include the name of any nominee or nominees for election to the board of trustees at the time the notice was given.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a trustee;
- (ii) Filling vacancies on the board of trustees by the members;
- (iii) Amending the articles of incorporation;
- (iv) Electing voluntarily to wind up or dissolve the corporation;
- (v) Approving a plan of merger which affects the rights of any member.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. The address of the member for the purpose of notice shall be that person's message box at the corporation's principal executive office unless that member has informed the corporation in writing that he or she prefers a different address. Notice shall be deemed to have been given at the time when delivered personally or deposited in the member's message box or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a member at the address of that member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the member on written demand of the member at the principal executive office of the corporation for a period of one (1) year from the date of the giving of the notice.

(d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

#### Section 5. Quorum.

(a) Fraction required. One-fifth of the members shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact 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.

Section 6. Adjourned Meeting. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

When any meeting of members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the board of trustees shall set a new record date. Notice of any such adjourned meeting shall be given to each member of record entitled to vote at the adjourned meeting in accordance with the provisions of Section 4 of this Article VII. At any adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

Section 7. Voting.

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 11 of this Article II, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of trustees must be by ballot if demanded by any member before the voting begins.

(c) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members 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 is required by California Nonprofit Corporation Law or by the articles of incorporation.

Section 8. Voting Rights. Each member shall be entitled to cast one vote on all matters submitted to a vote of the members. Where a single membership is held by two or more individuals such as in the case of the family of an enrolled child, the unanimous decision of all individuals who hold such membership shall be required to cast said vote. Notwithstanding the foregoing, the corporation, the board of trustees and the remaining members shall be entitled to rely on the unanimous vote of those individual present at a meeting as binding on all individuals who hold said single membership.

Section 9. Waiver of Notice or Consent by Absent Members.

(a) Written waiver or consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the

meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of this Article II, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 10. Action By Written Consent Without a Meeting. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if the written ballot of every member is solicited and if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the proposed action, the number of responses necessary for a quorum, the percentage of approvals necessary for an action to be passed, an opportunity to express approval or disapproval, and the time by which the ballot must be returned to be counted.

Section 11. Record Date For Member Notice, Voting, and Giving Consents.

(a) To be determined by board of trustees. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the board of trustees may fix, in advance, a “record date,” which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any new membership on the books of the corporation after the record date, except that former members may not vote at a meeting and except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of board of trustees to determine date.

(i) Record date for notices or voting. Unless fixed by the board of trustees, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record date for written consent to action without a meeting. Unless fixed by the board of trustees, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board of trustees has been taken, shall be the day on which the first written consent is given.

When prior action of the board of trustees has been taken, it shall be the day on which the board of trustees adopts the resolution relating to that action.

(iii) “Record date” means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

## Section 12. Proxies.

(a) Right of members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member’s attorney in fact.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution.

(c) Form of solicited proxies. In any election of trustees, any form of proxy that is marked by a member “withhold,” or otherwise marked in a manner indicating that the authority to vote for the election of trustees is withheld, shall not be voted either for or against the election of a trustee. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

(d) Requirement to set forth general nature of subject of proxy. Any proxy distributed to ten (10) or more members shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon and shall provide, subject to reasonable specified conditions, that the vote shall be cast in accordance with the choice specified on the proxy.

(e) Effect of member’s death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

## **ARTICLE IV**

### **TRUSTEES**

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, 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 of trustees. The board of trustees may delegate the management of the activities of the corporation to any person or persons, a management company, or committee 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 of trustees. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board of trustees shall have the following powers in addition to the powers enumerated in these Amended and Restated Bylaws:

(a) To select and remove the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Amended and Restated Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the board of trustees.

(b) To make such rules and regulations for the conduct of the affairs and activities of the corporation as the board of trustees may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Amended and Restated Bylaws. Notwithstanding the foregoing, the board of trustees shall not have the power to govern the curricular activities conducted within the classrooms.

(c) To borrow money and incur indebtedness for the purpose 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, hypothecation, or other evidence of debt and securities therefor.

Section 2. Number of Trustees; Election and Term of Office. The authorized number of trustees shall consist of not less than seven (7) nor more than fifteen (15) trustees, with the exact number of trustees to be fixed within the limits specified herein by resolution of the board of trustees as enacted from time to time. No reduction of the authorized number of trustees shall have the effect of shortening the term of any incumbent trustee. Trustees shall hold office for a term of two (2) years from the date of their appointment or until death, removal or resignation or until their successors have been duly elected and qualified. Trustees shall be elected to hold office at each annual meeting of the members and shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal. In addition to the election of the trustees at the annual meeting of the members, the current faculty shall designate one (1) additional trustee. Notwithstanding the foregoing, of the first trustees appointed at the annual meeting of the members immediately succeeding the adoption of these Amended and Restated Bylaws, one-half shall hold office for a term of two years and one-half for one year, to be determined by lots. Trustees may succeed themselves in office.

Section 3. Nominations and Solicitations for Votes for Trustees.

(a) Nominating committee. The president shall appoint a committee to select qualified candidates for election to the board of trustees at least sixty (60) days before the date of any election of trustees. The nominating committee shall make its report at least twenty (20)

days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by Article II, Section 4, a list of candidates.

(b) Nominations by members. Members representing five (5) members may nominate candidates for trustee at any time before the fifteenth (15th) day preceding such election. By way of clarification only, as set forth in Section 1 of ARTICLE II, all family members of an enrolled student shall constitute one member. As a result, the votes of all members of a single family shall constitute one vote. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

(c) Nominations from the floor. If there is a meeting to elect trustees, any member present at the meeting, in person or by proxy, may place names in nomination; including, but not limited to, the name of the member placing such name in nomination (*i.e.*, any member may nominate himself or herself).

(d) Solicitation of votes. If more people are nominated for the board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people nominated for the board is not more than the number of trustees to be elected, the corporation may without further action declare that those nominated and qualified to be elected have been elected.

(e) Publications. Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for trustee, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

(f) Use of corporate funds to support nominees. Without authorization of the board, no corporate funds may be expended to support a nominee for trustee after there are more people nominated for trustee than can be elected.

(g) Family members as trustees. Notwithstanding any other provision of these Amended and Restated Bylaws, only one member of any family may serve concurrently on the board of trustees.

Section 4. Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any trustee may resign effective upon giving written notice to the President, the Secretary, or the board of trustees, unless the notice specifies a later time for the effectiveness of such registration. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 5. Removal. Any trustee may be removed with cause by the affirmative vote of a majority of the trustees present at a meeting duly held at which a quorum is present.

Section 6. Vacancies.

(a) Events causing vacancy. A vacancy or vacancies in the board of trustees shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any trustee, (ii) the declaration by resolution of the board of trustees of a vacancy of the office of a trustee who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached any duty under Sections 5230 and following of the California Nonprofit Corporation Law, (iii) the vote of a majority of all the members to remove a trustee, (iv) the increase of the authorized number of trustees, or (v) the failure of the members, at any meeting of members at which any trustee or trustees are to be elected, to elect the number of trustees to be elected at such meeting.

(b) Vacancies filled by board of trustees. Vacancies in the board of trustees may be filled by a majority of the remaining trustees, though less than a quorum, or by a sole remaining trustee, except that a vacancy created by the removal of a trustee by court order may be filled only by the vote of a majority of the members entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of a majority of the required quorum of members. Each trustee so elected shall hold office until the next annual meeting of the members and until a successor has been elected and qualified.

(c) Vacancies filled by members. The members may elect a trustee or trustees at any time to fill any vacancy or vacancies not filled by the trustees.

(d) No vacancy on reduction of number of trustees. No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.

Section 7. Interested Trustees. Not more than 33% of the persons serving on the board of trustees at any time may be interested persons. An "interested person" is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a trustee as trustee; and (2) any brother, sister, ancestor, descendant, spouse, brother in law, sister in law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 8. Place of Meeting. Regular or special meetings of the board of trustees shall be held at any place within or without the State of California which has been designated from time to time by the board of trustees. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 9. Regular Meetings. Regular meetings of the board of trustees shall be held without call or notice on such dates and at such times as may be fixed by the board of trustees.

Section 10. Special Meetings. Special meetings of the board of trustees for any purpose or purposes maybe called at any time by the President, the Secretary, or any two (2) trustees.

(a) Notice of the time and place of special meetings of the board of trustees shall be given or delivered personally to each trustee, or sent to each trustee by first class mail or by other form of written or telephonic communication (including cable, telegram, telex and telephone) at least forty-eight (48) hours before the meeting if personal delivery is made or if the telephone, telegraph, cable facsimile or telex is used, and at least four (4) days before the meeting if the mail is used. Such notice shall be written, unless it is given either by telephone or personally, in which case it may be oral. Written notice shall be addressed or delivered to each trustee at his or her address as it is shown upon the records of the corporation, or as may have been given to the corporation by the trustee for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the trustees are regularly held.

(b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any trustee 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 trustee. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum. Two thirds (2/3) of the trustees then in office constitutes a quorum of the board of trustees for the transaction of business, except to adjourn as provided in Section 14 of this Article. All matters shall be decided by the vote of a majority of trustees present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the board of trustees, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions with interested trustees, transactions involving corporations with common trustees, fixing of compensation for trustees, creation of or appointment of committees and indemnification of trustees and other agents), or by the Articles of Incorporation or these Amended and Restated Bylaws, except that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Participation in Meetings by Conference Telephone. Members of the board of trustees may participate in any meeting through the use of video or telephone conference equipment.

Section 14. Adjournment. A majority of the trustees present, whether or not a quorum is present, may adjourn any trustees' meeting to another time and place. Notice of the time and

place of holding an adjourned meeting need not be given to absent trustees if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the trustees who were not present at the time of adjournment.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the board of trustees may be taken without a meeting if all members of the board of trustees 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 of trustees and shall be filed with the minutes of the proceedings of the board of trustees.

Section 16. Rights of Inspection. Every trustee shall have the absolute right at any reasonable time to inspect and copy any and all books, records and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 17. Committees. The board of trustees may designate and appoint one or more committees, each consisting of one (1) or more trustees and any number of non trustee members, and delegate to such committees any of the authority of the board of trustees except with respect to:

- (a) The filling of vacancies on the board of trustees or in any committee;
- (b) The fixing of compensation of the trustees for serving on the board of trustees or on any committee;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the board of trustees which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the board of trustees or the members thereof;
- (f) The approval of any self dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3) of such law;
- (g) The expenditure of corporate funds to support a nominee for trustee after there are more people nominated for trustee than can be elected.

Any such committee must be established and the members thereof appointed by resolution adopted by a majority of the number of trustees then in office, and such committee may be designated by any name the board of trustees shall specify. The board of trustees 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 of trustees shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the board of trustees or 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

applicable to meeting and actions of the board of trustees. Minutes shall be kept of each meeting of each committee.

Section 18. Compensation. Trustees and members of committees shall not receive any compensation for their services. Nothing shall preclude any trustee from serving the corporation in any other capacity and receiving reasonable compensation for such services.

## ARTICLE V

### OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be chosen by and hold office at the pleasure of the board of trustees. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary and Chief Financial Officer may not serve concurrently as the President or the Chairman of the board of trustees.

Section 2. Permitted Officers. The board of trustees may choose a Chairman of the board of trustees, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and 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 the board of trustees at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected annually by the board of trustees at a regular or special meeting of the board of trustees, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Amended and Restated Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the board of trustees at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the board of trustees.

Section 5. President. Subject to the control of the board of trustees, the President shall be the Chief Executive Officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the board of trustees from time to time. If the corporation has no Chairman of the board of trustees, then the President shall preside at all meetings of the board of trustees.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the board of trustees may order, a minute book of all meetings of the board of trustees, its committees and the members. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the board of trustees, any

committee thereof and the members required by these Amended and Restated Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the board of trustees.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the trustees of the corporation such financial statements and reports as are by law or these Amended and Restated Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositaries as may be designated by the board of trustees. The Treasurer shall disburse the funds of the corporation as may be ordered by the board of trustees, shall render to the President or the trustees, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the board of trustees.

## **ARTICLE VI**

### **INDEMNIFICATION**

The corporation shall have the power to indemnify trustees, officers, employees and agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

## **ARTICLE VII**

### **REPORTS**

Section 1. Inspection Rights Generally. Any inspection rights set forth in this Article may be exercised in person or by an agent or attorney, and shall include the right to copy and make extracts.

Section 2. Inspection Rights of Members. Any member of the corporation may:

(i) inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) business days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, and

(ii) obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of trustees, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

The rights set forth above may be exercised by any member, for a purpose reasonably related to such person's interest as a member. The corporation may, within ten (10) business days after receiving a demand, deliver to the person or persons 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.

Section 3. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the members and the board of trustees and any committee(s) of the board of trustees shall be kept at such place or places designated by the board of trustees, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member.

Section 5. Inspection By Trustees. Every trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation.

Section 6. Annual Report To Members. The corporation shall provide to the trustees and to its members an annual report, prepared within 120 days of the close of its fiscal year, containing the following information in reasonable detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, for the fiscal year.

(3) The revenue or receipts, both unrestricted and restricted to particular purposes, of the corporation for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by California Corporations Code Section 6322.

Section 7. Annual Statement of General Information. The corporation shall, during the period commencing on October 1, and ending on December 31 of each year, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the names and complete business or residence addresses of the Chief Executive Officer, Secretary and Chief Financial Officer, the street address of its principal executive office or principal

business office in this state, and a designation of the agent of the corporation for the purpose of service of process, all in compliance with Section 6210 of the Corporations Code of California.

## ARTICLE VIII

### OTHER PROVISIONS

Section 1. 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 of trustees, the President, or any Vice President and the Secretary or any Assistant Secretary 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 of trustees, but, unless so authorized by the board of trustees, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the board of trustees or the President 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 person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Amended and Restated Bylaws.

## ARTICLE IX

### AMENDMENTS

Section 1. Amendment By Members. New bylaws may be adopted or these Amended and Restated Bylaws may be amended or repealed by approval of the members or their proxies, or by written consent of these persons.

Section 2. Amendment By Trustees. Subject to the right of members under Section 1 of this Article IX, bylaws may be adopted, amended, or repealed by the board of trustees unless the action would:

- (1) Materially and adversely affect the rights of members as to voting or dissolution;
- (2) Increase or decrease the number of members authorized in total or for any class;

(3) Effect an exchange, reclassification or cancellation of all or part of the memberships; authorize a new class of membership;

(4) Increase the quorum for members' meetings;

(5) Repeal, restrict, create or expand proxy rights of the members;

(6) Fix or change the authorized number of trustees; or

(7) Increase the terms of trustees.

THIS IS TO CERTIFY: That the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such Corporation at the annual meeting of the Members of the Corporation on the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

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