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**AMENDED & RESTATED BYLAWS
OF
THE GLENWOOD SCHOOL FOUNDATION**

**A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

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**AMENDED & RESTATED BYLAWS
OF
THE GLENWOOD SCHOOL FOUNDATION.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I

NAME

The name of this corporation is The Glenwood School Foundation (the "Corporation").

ARTICLE II

OFFICES OF THE CORPORATION

The principal office for the transaction of the activities and affairs of the Corporation ("Principal Office") shall be as established from time to time by the Corporation's board of directors ("Board").

ARTICLE III

PURPOSES

Section 3.1. Purposes. The purposes of this Corporation shall be: (i) to provide general financial support for public education at the Glenwood Elementary School, San Rafael, California, whenever, in the Members' (defined below) judgment, funding from the school district, State of California or other public resources is inadequate to provide and maintain consistently high quality of existing educational opportunities for students of Glenwood Elementary School; and/or (ii) to provide financial assistance in the development of new educational programs to enhance, improve and/or contribute to the education of Glenwood Elementary students; and/or (iii) to promote the development of the children in the school community, to improve available resources for students whether that be by way of technology improvements, augmentation of school related supplies, educational assistance programs, social development programs, community building programs, field trips, and/or similar activities and programs, provided that such activities are consistent with this Corporation's charitable purposes. This Corporation may also engage in any other activity that is in furtherance of its charitable purposes.

The Corporation shall be non-commercial, non-sectarian and non-partisan. No candidate may be endorsed by it and commercial enterprises or ballot proposals may only be endorsed when such enterprises or ballot proposals directly contribute, with no personal gain, to educational programs, goals and opportunities for children.

Section 3.2. Limitations. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of the Corporation's Articles of Incorporation or these bylaws, the Corporation shall not carry on any activities not

permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3. Dedication of Assets. The Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer ("Officer") of the Corporation.

ARTICLE IV

MEMBERSHIP

Section 4.1. Determination of Membership. The Corporation shall have only one class of members ("Members"), as that term is defined in Section 5056 of the California Corporations Code, as amended (the "Code"). The maximum number of Members shall be one hundred (100). No Member shall hold more than one Membership in the Corporation. All Memberships shall have the same rights, privileges, restrictions and conditions. The Corporation may have such other classes of participation denominated as "members," which will not be members as defined in Section 5056 of the Code as the Board of Directors may specify. Without limiting the forgoing, the Membership shall have the specific rights to approve the Corporation's budget and expenditures as provided in Article X of these bylaws.

Section 4.2. Qualification of Members. Any parent or person exerting a "de facto" parental authority over a child attending Glenwood Elementary School (each a "Parent") is qualified to become a Member, subject to the satisfaction of the following conditions:

(a) An individual who is identified as a "member" by the Corporation as of the effective date of these Amended and Restated Bylaws ("Existing Members"), as determined by the Secretary, shall become a Member.

(b) Eligible individuals other than Existing Members who wish to become Members must

(i) make a financial contribution, in any amount, to the Corporation; and

(ii) attend two consecutive meetings of the Membership.

(c) Once admitted to Membership, each Member shall remain a Member until that Membership terminates as provided in these Bylaws. All Members must continue to make an annual financial contribution, in any amount, to the Corporation prior to the end of each fiscal year in order to retain their membership for the following fiscal year.

(d) If a person is otherwise eligible for Membership but the maximum number of Members has been achieved, that person shall become a non-voting member until a Membership position becomes available, on a first come first served basis.

Section 4.3. Admission of Members. Applicants shall be admitted to Membership upon satisfaction of the provisions of Section 4.2 above and written request submitted to the Board.

Section 4.4. Membership List. The Corporation shall keep an updated Membership list containing the name and address of each Member. Such list shall be kept at the Principal Office and shall be available for inspection by any director of the Corporation ("Director") or Member during regular business hours. The record of names and addresses of the Members shall constitute the Membership list of the Corporation and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a Member's interest as a Member.

Section 4.5. Voting Rights. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

Section 4.6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 4.7. No Property Rights. No Member shall by virtue of its Membership have any rights in or title to any of the properties, monies or assets of the Corporation.

Section 4.8. No Individual Liability. The Members shall not be individually liable for any debt, obligation, or liability of the Corporation by virtue of their Membership.

Section 4.9. Termination of Membership.

(a) **Grounds for Termination.** A Membership shall terminate upon the earliest to occur of the following events, as determined by the Board:

(i) Upon resignation delivered to the president or secretary of the Corporation (the "President" or "Secretary") personally, by electronic message, or by mail, such Membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(ii) On the date that the Member no longer has a child enrolled at Glenwood Elementary School.

(iii) Upon a determination by the Board that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.

(iv) Upon the Member's death.

(v) If a Member misses six (6) consecutive Membership meetings.

(vi) Upon failure by the Member to make the annual financial contribution to the Corporation, as described in Section 4.2(c) above.

(b) **Procedure for Termination.** Following the determination that a Member should be terminated under Section 4.9(a), the following procedure will be available to the terminated Member:

(i) At the request of the terminated Member, the terminated Member shall be given an opportunity to be heard by the Board, either orally or in writing. The hearing will be held by the Board in accordance with the quorum and voting rules set forth in these date, time, and place of the hearing on his or her proposed termination, which shall be at least fourteen (14) days from the date of the notice.

(ii) Following the hearing, the Board shall decide whether or not the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

Section 4.10. Rights on Termination of Membership. All rights of a Member shall cease on termination of Membership as provided above.

Section 4.11. Compensation & Reimbursement. No Member of the Corporation shall receive any compensation for their service to the Corporation. However, Members shall be allowed to submit requests for reimbursement, and receive such reimbursement after appropriate review, of any actual and necessary expenses incurred for the purpose of performance of their duties for the Corporation or for the purpose of an event and/or program sponsored by and/or benefitting the Corporation.

ARTICLE V

MEMBERSHIP MEETINGS AND ACTION

Section 5.1. Place of Meeting. All meetings of the Members shall be held at Glenwood Elementary School unless otherwise designated by the Board. Attendance at membership meetings is open to all Parents, faculty and staff of Glenwood Elementary School, except that non-Members, faculty or staff shall not have a vote, other than as otherwise provided in these bylaws. The privileges of holding office, making motions and voting shall be limited to Members.

Section 5.2. Annual Meeting and Election of Directors and Officers. The annual meeting of the Members shall be held at the second to last or last regular meeting of the school year, at any time and place determined by resolution of the Board. The Directors and Officers shall be elected by the Members at the annual meeting of the Members.

Section 5.3. Regular Meetings. Regular meetings of the Members shall generally be held monthly during the months of September through May, at a time and place set by the Board and/or President and noticed as provided in Section 5.5. Both the annual meeting and a regular meeting can be held on the same day.

Section 5.4. Special Meetings. Special meetings of the Members, for any lawful purpose, may be called at any time by the President of the Board, the Board, or not less than one-

tenth (1/10th) of the Members having voting rights. Both a special and a regular meeting can be held on the same day.

Section 5.5. Notice of Meetings. Regularly scheduled meetings shall be published in Glenwood School publications, email correspondence and on its website, but shall not otherwise be noticed. Notice of each annual or special meeting and each written ballot, if any, for election of Directors and Officers shall be given by the President, or, if he or she fails or refuses to do so, by any other Officer or Director of the Corporation. The notice shall specify the place, time, day and hour of the meeting or the date on which the ballot shall be returned, if applicable. In the case of an annual meeting at which the Corporation's Directors and Officers shall be elected, the notice shall specify the names of all candidates for election by the Members and the offices for which such candidates are running. In the case of special meetings, the notice shall specify the nature of the business to be transacted at the meeting. Such notice shall be given in writing to the Members and shall be given either personally, by mail or by electronic mail at least ten (10) days but no more than ninety (90) days before the date fixed for such meeting. Such notice shall be addressed to each Member at the address of such Member appearing on the books of the Corporation or at the address given by such Member to the Corporation for purpose of notice.

Section 5.6. Adjourned Meetings. Any Membership meeting, whether annual, regular, or special, may be adjourned from time to time by a majority of the Members. No meeting may be adjourned for more than forty-five (45) days. It shall not be necessary to give any such notice of the time and place of the rescheduled meeting or of the business to be transacted at the meeting, other than by an announcement at the meeting at which the adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the rescheduled meeting shall be given to the Member.

Section 5.7. Quorum. The number of Members present - but no fewer than three (3) Officers and seven (7) non-Officer Members - at any duly noticed meeting shall constitute a quorum for the transaction of the business of the Corporation.

Section 5.8. Standing Rule – Motions. Should a motion be made at a General Membership Meeting proposing a change in any of the Corporation's purposes in Section 3.1, the President shall table the motion. If a simple majority of Members present favors a review, the President may appoint either an existing committee or an ad hoc committee to review the merits of the motion and report its findings at the next General Membership Meeting.

Section 5.9. Action without Meeting. Any action which may be taken at any regular or special meeting of the Members may be taken by written ballot without a meeting. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be distributed to the Members in accordance with Section 5.5 above.

Section 5.10. Majority Action as Membership Action. Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present shall be the act of the Members.

Section 5.11. Voting by Proxy. There shall be no voting by proxy.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board's ability to authorize expenditures by the Corporation are subject to the terms of Article XI of these Bylaws.

Section 6.2. Authorized Number and Qualifications. The Board shall consist of at least six (6) but no more than sixteen (16), with the precise number of Directors within this range to be determined annually, upon election of the Officers. Except as to the *ex officio* Directors, the Directors shall be Members and Officers of the Corporation. The Directors shall include elected and *ex officio* Directors, as follows:

(a) Four (4) to fourteen (14) Directors elected as Directors and Officers from among Members during the annual Membership meeting. A Director who, during his or her term as Director and Officer, ceases to be a Member by virtue of no longer being a Parent may, in the Board's discretion, be permitted to serve as a Director and Officer until the next annual Membership meeting.

(b) The Board shall include 2 *ex officio* Directors. The Principal of Glenwood Element School (the "Principal") shall attend Board meetings as an *ex officio* Director. The Teacher Liaison (defined below) shall also serve as an *ex officio* Director. The Teacher Liaison shall be a non-voting *ex officio* Director. The Principal shall be a non-voting *ex officio* Director except in the event of a tie vote of the Board, in which case the Principal shall provide the tie-breaking vote.

Section 6.3. Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is:

(a) Any person 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 director as director; and

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 6.4. Election. The Directors, except for the *ex officio* Directors, shall be elected at each annual meeting of the Members by virtue of their election to an office of the

Corporation by the Membership. The Directors once elected will hold office until the next annual meeting and until their successors are duly elected and qualified; however, if any such Directors are not elected by the Members at any annual meeting, they may be elected at any special meeting of the Members held for that purpose or by written ballot of the Members. Each such Director, including a Director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Each Director must be an Officer.

Section 6.5. Term of Office. Each Director, other than the Principal, shall be elected (or, as to the Teacher Liaison, appointed) for a term of one (1) year, commencing upon August 1 and ending the following July 31. Each Director, other than the Principal, may serve a maximum of three consecutive terms but may serve again after taking a one (1)-year hiatus.

Section 6.6. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (a) The death or resignation of any Director;
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of any court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or
- (c) The removal of a Director in accordance with Section 6.8 below.

Section 6.7. Resignations. Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date that the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 6.8. Removal. The Board may automatically remove a Director from office, if:

- (a) The Director is no longer an Officer; or
- (b) The Director fails to attend four (4) consecutive regular meetings of the Board; or
- (c) The Director otherwise fails to meet any qualification criteria in effect when the Director began his or her current term of office; or
- (d) The Director is removed for good cause in accordance with Corporations Code Section 5221.

Section 6.9. Filling Vacancies. Vacancies on the Board shall be filled by appointment of the President and a majority vote of the remaining Directors, and each Director so elected shall hold office for the unexpired term of the Director he/she succeeds.

Section 6.10. No Vacancy on Reduction in Number of Directors. No reduction in the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6.11. Compensation and Reimbursement. Directors shall not receive compensation for their services as Directors or Officers. They may receive reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 6.12. No Individual Liability. No Director shall be personally liable for any debt, obligation, or liability of the Corporation.

ARTICLE VII

DIRECTORS' MEETINGS

Section 7.1. Place of Meetings. The Board shall meet at least once per year at a time and place designated by the President within fifteen (15) miles of Glenwood School. Additional meetings may be called by the President or by a majority of the Board of Directors with notice given as provided in Section 7.6.

Section 7.2. Method of Meetings. Any Board meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

(a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;

(b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(c) The Corporation adopts and implements some means of verifying both of the following:

(i) A person communicating by telephone, electronic video screen, or other communications equipment is a director or other person entitled to participate in the Board meeting; and

(ii) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 7.3. Annual Meeting. The Board shall hold a regular annual meeting for purposes of Corporation, election of officers, and transaction of other business.

Section 7.4. Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. The Board shall hold a regular meeting every month, or as unanimously agreed by the Board on an annual basis.

Section 7.5. Authority to Call Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President, any Vice President, the Secretary, or any two (2) Directors.

Section 7.6. Manner of Giving Notice. Notice of regular meetings shall be given in writing, by mail or electronic mail, to each member of the Board at least three (3) days prior to said Board meeting and shall be addressed to each such Board member at his/her latest address or electronic mail address, as registered with the Secretary. Notices of special meetings shall be given in writing, by mail or electronic mail, at least seven (7) days prior to the date of the meeting stating the time and place to meet, or else may be given by telephone at least twenty-four (24) hours prior to the time fixed for the meeting.

Section 7.7. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the Principal Office. It need not specify the purpose of the meeting.

Section 7.8. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn.

Section 7.9. Voting. Each Director shall be entitled to one (1) vote on each matter before the Board. Directors shall not be permitted to vote by proxy. If a quorum is present, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Directors, except as otherwise provided in these bylaws and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (b) Approval of certain transactions between corporations having common directorships;
- (c) Creation of and appointments to committees of the Board; and
- (d) Indemnification of directors.

Section 7.10. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be

filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 7.11. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 7.12. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the rescheduled meeting, to the Directors who were not present at the time of the adjournment.

Section 7.13. Action without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 7.14. Conflicts of Interest.

(a) Duty to Disclose Material Financial Interest or Common Directorship. Any Director who has a material financial interest in a transaction to which the Corporation is a party or who is a director of another corporation or association with which the Corporation proposes to enter into a contract or transaction shall promptly disclose such material financial interest or common directorship to the Board. Such disclosure shall be made a part of the record of the Board's meetings.

(b) Procedure for Considering Transaction Involving an Interested Director. The Board shall not approve a transaction in which a Director has disclosed a material financial interest unless the Board takes all of the following actions and records in the written meeting minutes that such actions were taken. The Board shall do all of the following:

(i) Make a finding that the Corporation is entering into the transaction for its own benefit.

(ii) Make a finding that the transaction is fair and reasonable to the Corporation at the time the Corporation enters into the transaction.

(iii) Before consummating the transaction or any part of it, authorize or approve the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director(s), and with knowledge of the material facts of the transaction and the Director's interest in the transaction. Except as provided in California Corporations Code Section 5233(d)(3), no action by a Board committee shall satisfy this requirement.

(iv) Before authorizing or approving the transaction, consider and in good faith determine after reasonable investigation under the circumstances that the Corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes or approves a contract or transaction.

(c) **Procedure for Considering Transaction Involving a Common Director.** The Board shall not approve a transaction involving a common director unless the Board takes all of the following actions and records in the written meeting minutes that such actions were taken. The Board shall, after full disclosure of all the material facts of the transaction and the common directorship, authorize or approve the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s).

(d) **Presence of Director to Answer Questions.** Because the knowledge of the interested or common Director may assist the Board in reaching an informed and reasonable decision, the foregoing requirements shall not prevent any interested or common Director from briefly stating his position on the transaction or from answering questions of other Directors.

(e) **Orientation of New Directors.** Each new Director shall be advised of the requirements contained in this Section 7.14 upon becoming a Director.

ARTICLE VIII

COMMITTEES

Section 8.1. Committees of the Board. The President shall designate and appoint, and the Board shall ratify by a majority vote, all committees and their Chairpersons, each of which committees will consist of two or more Directors. The President shall be an ex-officio member - without a vote - of all the committees. Committees shall have such authority of the Board as specified by resolution of the Board, except that no committee, regardless of Board resolution, may:

(a) Fill vacancies on the Board or on any committee that has the authority of the Board;

(b) Fix compensation of the Directors for serving on the Board or on any committee;

(c) Amend or repeal these bylaws or adopt new bylaws;

(d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(e) Create any other committees of the Board or appoint the members of committees of the Board;

(f) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected;

(g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the California Corporations Code; or

(h) Approve any action which the Members are required to approve.

Section 8.2. Meetings and Action of Committees of the Board. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 8.3. Terms of Office; Chairperson. Each member of a committee shall continue as such until his or her successor is appointed or such committee is terminated, or until such member is removed from such committee or such member ceases to qualify as a Member.

ARTICLE IX

OFFICERS

Section 9.1. Officers of the Corporation. The Officers of the Corporation shall be the President, the Vice President of Fundraising Events, the Vice President of Communications, the Vice President of School Programs, the Vice President of Community Building Events, the Secretary, and the Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Any number of offices may be held by up to two people.

Section 9.2. Election of Officers. The Officers of the Corporation, except the Teacher Liaison, shall be elected annually by the Members at the second to last or last meeting of the school year. By virtue of his or her election, each Officer shall become a Director of the Corporation for the period of his or her office. All Officers except the Teacher Liaison must be Members. The Principal shall appoint the Teacher Liaison. The election shall be held by ballot or voice vote at the discretion of the President. Any active Member may be a candidate for an Officer position. If more than two individuals run as candidates for an Officer position, the position will be filled by the individuals receiving the most votes of those Members present at the annual meeting.

Section 9.3. Term of Office. Each Officer shall be elected (or, as to the Teacher Liaison, appointed) for a term of one (1) year, commencing upon August 1 and ending the following July 31. An Officer may serve a maximum of three consecutive terms.

Section 9.4. Removal of Officers. Officers may be removed, with or without cause, by a two thirds vote of the Membership present at any regular membership meeting, provided that written notice of the proposed removal has been provided to the entire Membership by any Member at least fifteen (15) calendar days prior to the vote. In addition, the Board may automatically remove an Officer from office, if:

(a) The Officer fails to attend four (4) consecutive regular meetings of the Board; or

(b) The Officer otherwise fails to meet any qualification criteria in effect when the Officer began his or her current term of office; or

(c) The Officer is removed for good cause in accordance with Corporations Code Section 5221.

Section 9.5. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice, unless otherwise agreed upon by the majority of the Board, and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 9.6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment by the President approved by a majority vote of the Board. The successor officer shall serve for the unexpired portion of the term. In the event of a vacancy of the President, the Vice President of Fund Raising Events shall automatically assume all duties and exercise all powers of the President.

ARTICLE X

RESPONSIBILITIES OF OFFICERS

Section 10.1. President. The President shall preside at meetings of the Board and the Members, shall be the chief executive officer of the Corporation, shall be a member ex officio of all committees, and shall supervise, direct, and control the Corporation's activities, affairs, and Officers. The President shall have such other powers and duties as these bylaws may prescribe, including, without limitation, the authorization to sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any instruments which the Board has authorized to be executed. The President may select, appoint or delegate managers to assist with issues, projects, programs and services as required to achieve Corporation goals and objectives.

Section 10.2. Vice President of Fundraising Events. The Vice President of Fundraising Events shall be responsible for the oversight and management of all fundraising

events sponsored by the Corporation. The Vice President of Fundraising Events may select, appoint or delegate managers to assist with issues, projects, programs and services. If the President is absent or disabled, the Vice President of Fundraising Events shall perform all duties of the President. When so acting, the Vice President of Fundraising Events shall have all powers of and be subject to all restrictions on the President. The Vice President of Fundraising Events shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 10.3. Vice President of Communications. The Vice President of Communications shall be responsible for oversight and management of all Corporation communications including communications with the Parents, staff and the public. Responsibilities may include maintaining a corporate newsletter, website and school directory. The Vice President of Communications may select, appoint or delegate managers to assist with issues, projects, programs and services. If the President and the Vice President of Fundraising Events are absent or disabled, the Vice President of Communications shall perform all duties of the President. When so acting, the Vice President of Communications shall have all powers of and be subject to all restrictions on the President. The Vice President of Communications shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 10.4. Vice President of School Programs. The Vice President of School Programs shall be responsible for the oversight and management of all at school educational programs and services sponsored by the Corporation. The Vice President of School Programs may select, appoint or delegate managers to assist with issues, projects, programs and services. The Vice President of School Programs shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 10.5. Vice President of Community Building Events. The Vice President of Community Building Events shall be responsible for the oversight and management of all community building events, activities and services sponsored by the Corporation. The Vice President of Community Building Events may select, appoint or delegate managers to assist with issues, projects, programs and services. The Vice President of Community Building Events shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 10.6. Secretary. The Secretary shall keep or cause to be kept, at the Corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, committees of the Board, and the Members. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the Principal Office in California, (i) copies of the articles of incorporation and bylaws, as amended to date, and (ii) the Membership list referenced in Section 4.4. The Secretary shall, when any Membership has been terminated, reflect such fact in the Membership list. The Secretary shall be the custodian of the Corporation's records and keep a register of the post office addresses of each Member, which shall be furnished to the Secretary by such Member.

The Secretary shall give, or cause to be given, notice of all meetings of the Board, of committees of the Board and of the Members required by these bylaws to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 10.7. Treasurer. The Treasurer shall serve as the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall assure that the Corporation's financial affairs are managed in accordance with Article XI. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Member and any Director at all reasonable times.

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits and Funds", the Treasurer shall: (i) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board; (ii) receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; (iii) disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements; (iv) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; (v) exhibit at all reasonable times the books of account and financial records to any Director or his or her agent or attorney, on request therefor; (vi) render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; (vii) prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports; and (viii) perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles or these bylaws, or which may be assigned to him or her from time to time by the Board.

The President shall review all bank transactions monthly. The Treasurer shall prepare and issue monthly financial reports to the Board. Bi-monthly reports shall be issued to all Members at the regular meeting. Payment of sums under three thousand dollars (\$3,000) may be paid by check signed by the Treasurer only, the President only, or an alternative person designated by both the President and the Treasurer.

ARTICLE XI

FINANCE

Section 11.1. Objectives. The Corporation shall raise and spend funds as necessary to carry out the Corporation's objectives. All funds shall be earmarked as either general funds or general reserve funds. All funds will be placed in FDIC insured bank CDs, and/or FDIC insured checking and savings accounts only. The Treasurer shall have oversight and management

responsibility as set forth in these bylaws. One of the Corporation's objectives is to carry a sum equal to or greater the Corporation's previous year's expenses as prudent reserve.

Section 11.2. Budget. The Annual Budget will be developed by the Board by the end of May, based on projections of income and expenditures as supported by past Budgets. The Annual Budget shall be submitted by the Board to the General Membership prior to the June General Meeting. The Annual Budget and any amendments thereto shall be approved at any member meeting by a simple majority of Members present.

Section 11.3. Authorization. Money from the Approved Budget may be expended by the Corporation without requiring any additional vote by the General Membership. The President with concurrence of the Board of Directors may approve any unbudgeted expenditure on an as needed basis in an amount not to exceed \$1,500 per expenditure.

Section 11.4. Amendments & Deviations. If any expense line item in the Annual Budget exceeds the target Annual Budget amount by more than \$2,000, the excess must be reported at the next General Meeting of Members.

Section 11.5. Fiscal Year. The fiscal year shall be August 1 to July 31. On July 31, all money allocated, but not expended shall revert to the general or reserve fund with exception of money designated to a specific fund (e.g. a specific capital improvement) or by contract.

Section 11.6. Dissolution. Upon the winding up or dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund which has established its tax exempt status under 501(C)(3) of the Internal Revenue Code as approved by a majority vote of the General Membership.

ARTICLE XII

CONSULTANTS

Section 12.1. Consultants. The Corporation may contract with consultants to provide services that meet with the purpose and goals of the Corporation. This may include educational consultants that are retained to complement the existing curriculum of Glenwood School. The Corporation shall be responsible for managing the contracts with consultants and any associated financial obligations, unless otherwise as otherwise agreed by the Corporation, Principal and consultant. Generally, the daily oversight and management of any consultant working on school premises shall be conducted by the Glenwood School Principal and Glenwood School staff. Selection, retention and removal of consultants shall be controlled by majority vote of a committee designated as follows: (1) The Principal, (2) two faculty members as designated by the Principal, (3) the President, and (4) one other Corporation's Officer and/or Member as designated by the President.

ARTICLE XIII

INDEMNIFICATION

Section 13.1. Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

Section 13.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 13.3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 11.1 and 11.2 above in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 13.4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XIV

RECORDS AND REPORTS

Section 14.1. Maintenance and Inspection of Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, its Board, and all committees of the Board; and
- (c) A record of the Members' names and addresses.

The Board, without submitting a written request for inspection, and any Member, upon submitting a written request for inspection, shall have the right at all reasonable times to inspect such books and records. Inspection may be made in person or by authorized agent and includes the right to make photocopies and extracts.

Section 14.2. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its Principal Office, the original or a copy of the articles of incorporation and the bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 14.3. Public Inspection of Certain Documents. The Corporation shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

(a) Form 990 for the Corporation for the past three years (excluding the list of donors and Form 990-T);

(b) Form 1023 (application for recognition of tax exemption) for the Corporation, including all supporting statements and documents, the Corporation's determination letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and

(c) The audited financial statements (if any) for the Corporation for the period prescribed by the California Attorney General.

Section 14.4. Corporate Loans, Guaranties and Advances. The Corporation shall not make any loan of money or property to or guaranty the obligation of any Director, Officer or Member on the security of its Membership in the Corporation, except as expressly allowed under California Corporations Code Section 5236, provided however, that the corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties as officer or director, provided that in the absence of such advance, the officer or director would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE XV

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 15.1. Execution of Instruments. The Board, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 15.2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation (i) in amounts less than three thousand dollars (\$3,000), shall be signed by the Treasurer only, the President only, or an alternative person designated by both the President and the Treasurer, (ii) in amounts greater than or equal to three thousand dollars (\$3,000), shall be signed by the Treasurer and countersigned by the President.

Section 15.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 15.4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE XVI

CONSTRUCTION AND DEFINITIONS

Section 16.1. Rules of Order. The rules contained in Robert's Rules of Order, Newly Revised, shall govern the conduct of this Corporation's affairs in all cases where they are applicable and not inconsistent with these bylaws or law.

Section 16.2. Legal Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XVII

AMENDMENTS

The Corporation's articles of incorporation and these bylaws may be adopted, amended, or repealed only upon the approval of a two-thirds vote of the Members present at a duly held Members meeting, provided that written notice of the proposed change has been provided to the entire Membership by any Member at least 15 calendar days prior to the vote. Alternatively, at the discretion of the President a General Membership on a bylaw amendment vote may be taken by electronic vote, with a two thirds vote required for passage.

ARTICLE XVIII

DISSOLUTION

Section 18.1. Election to Dissolve. This Corporation may elect to wind up and dissolve in any manner permitted by Section 6610 of the California Corporations Code or its successor statute.

Section 18.2. Distribution Upon Dissolution. On dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, and has established its tax-exempt status under Section 501(c)(3) of the Code, as determined by a vote of the Members.

ARTICLE XVI

CONSTRUCTION AND DEFINITIONS

Section 16.1. Rules of Order. The rules contained in Robert's Rules of Order, Newly Revised shall govern the conduct of the Corporation's affairs in all cases where they are applicable and not inconsistent with these bylaws or laws.

Section 16.2. Legal Construction. Unless the context requires otherwise, the general provisions of the Constitution and Bylaws shall be construed according to the ordinary meaning of the construction of their terms. Words importing the masculine gender include the feminine and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE XVII

AMENDMENTS

The Corporation's articles of incorporation and these bylaws shall be amended, changed or repealed only upon the approval of a two-thirds vote of the Members present at a duly called and properly notified meeting provided that written notice of the proposed change has been provided to the Members at least 15 calendar days before the vote. All amendments to the articles of incorporation and these bylaws shall be subject to the same requirements as a duly called and properly notified meeting.

ARTICLE XVIII

DISSOLUTION

Section 18.1. Election to Dissolve. This Corporation may elect to wind up and dissolve as provided in Section 601 of the California Corporation Code or its successor law.


CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Glenwood School Foundation, California nonprofit public benefit corporation; and

That the foregoing Amended and Restated Bylaws, comprising of 21 pages, including this page, constitute the Bylaws of said Corporation, as duly adopted by the Members on June 4, 2012 and that they have not been amended or modified since that date.

Executed on June 4, 2012 at San Rafael, California.


Michael Mink, Secretary

Motion to amend the bylaws of The Glenwood School Foundation, A California Nonprofit Public Benefit Corporation.

Article IV Membership

Section 4.2 Qualification of Members

Currently reads (b) (ii) attend two consecutive meetings of the Membership.

Amend to (b) (ii) attend two meetings of the Membership during the school year.

Article IX Officers

Section 9.1 Officers of the Corporation

Currently reads: The Officers of the Corporation shall be the President, The Vice President of the Fundraising Events, the Vice President of Communications, the Vice President of School Programs, the Vice President of Community Building Events, the Secretary, and the Treasurer.

Amend to change: the Vice President of Community Building Events TO the Vice President of Glenwood Family Engagement.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Glenwood School Foundation, California nonprofit public benefit corporation; and

That the foregoing Amended and Restated Bylaws, as stated above, constitute the Bylaws of said Corporation, as duly adopted by the Members on May 9, 2018 and that they have not been amended or modified since that date.

Executed on May 9, 2018 at San Rafael, California.

Tami McCall
Tami McCall, Secretary