

AMENDED AND RESTATED

BYLAWS OF

FRIENDS OF MARQUEZ

a California nonprofit public benefit corporation

Adopted as of August 1, 2012

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FRIENDS OF MARQUEZ

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ARTICLE I

OFFICES

Section 1.01. PRINCIPAL OFFICE. The corporation's principal office shall be located in Pacific Palisades, California, at such place as the Board of Directors (the "Board") shall determine.

Section 1.02. OTHER OFFICES. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II

PURPOSE

Section 2.01. PURPOSE AND OBJECTIVES. The purposes and objectives of the corporation shall be those stated in its Articles of Incorporation (the "Articles").

Section 2.02. REQUIREMENTS AND RESTRICTIONS. The business and activities of the corporation shall be subject to all requirements and restrictions set forth in the Articles. In addition, the following requirements and restrictions shall apply to all enrichment programs or courses of study designed, funded and/or operated by the corporation:

(a) All such enrichment programs or courses of study, and each of them, shall be made available on an equal basis to every student enrolled in Marquez Charter Elementary School (the "School") in the grade or grades for which such program or course of study is

designed.

- (b) No such program or course of study shall discriminate on the basis of race, religion, or nation of origin among students of the School.
- (c) No such program or course of study shall reflect the religious, social or political beliefs or doctrines of any outside institution, sect or denomination, party or organization.
- (d) The content and curriculum of all such programs or courses of study, and each of them, shall be subject to the approval of the principal of the School.
- (e) Nothing in this Section 2.02 shall preclude the exclusion of a student from any or all such programs or courses of study if such exclusion is based solely upon disciplinary considerations.

Section 2.03. AMENDMENTS TO PURPOSE. This Article II shall not be subject to amendment, except that an amendment of the Articles shall be construed as an amendment of Section 2.01 and the first sentence of Section 2.02 of these Bylaws.

ARTICLE III

MEMBERSHIP

Section 3.01. MEMBERS. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law (the "Law"). Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the Law. The corporation may confer by amendment of the Articles or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of Directors or on a

disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

Section 3.02. HONORARY MEMBERS.

(a) Membership. The corporation shall have one class of honorary members (the "Members"). The parents and/or legal guardians of a student (or students) enrolled at the School who make a contribution of at least ten dollars (\$10.00) to the corporation in the corporation's fiscal year of July 1-June 30 shall, together, be eligible for one (1) Membership (*i.e.*, there shall be one (1) Membership per family). No parent and/or legal guardian shall hold more than one (1) Membership irrespective of the number of students enrolled at the School or whether such student's(s') parents and/or legal guardians reside at the same domicile. Membership is neither divisible nor transferrable.

(b) Membership List. Each eligible family who wishes to be a Member of the corporation must provide the corporation with the Member's contact information (such as the name of the Member's contact person, address, telephone number and/or e-mail address), as prescribed by the Board, to the Secretary or to such other person as the Board may direct. The Secretary shall keep, or cause to be kept, a membership list, in writing, showing such contact information.

(c) No Additional Dues. No additional dues, fees or assessments of the Members shall be required to maintain Membership.

(d) Duration of Membership. Membership is for the corporation's fiscal year of July 1-June 30 in which the donation is made, and expires upon the disenrollment from the Schools of all students of the Member or June 30 of such year, whichever is earlier.

(e) No Member Liability. No Member of the corporation shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the corporation.

Section 3.03. MEETINGS OF THE MEMBERS.

(a) Member Meetings.

(i) Annual Meeting. There shall be an annual meeting of the Members, held at least once every fiscal year in May or June, on a date to be set by the Board, for the purpose of electing the Directors and officers, informing the Members about the activities of the corporation and eliciting the Members' participation, and for transacting such other business as may come before the Members.

(ii) Regular Meetings. There shall be at least six(6) regular meetings of the Members held throughout the School's academic year on such date as set by resolution of the Board for the purpose of informing the Members about the corporation's activities and eliciting the Members' participation, and for transacting such other business as may come before the Members.

(iii) Special Meetings. A special meeting of the Members may be called at any time by the Board, the President, or any ten (10) Members, who give a written notice to the Secretary, for any lawful purpose, but the scope of a special meeting is limited to matters the general nature of which is stated in the notice of the meeting. When a special meeting is called by the Members pursuant to this Section 3.03(a)(iii), the Secretary shall, within two (2) days of any such written request, set a date for such meeting, which shall be no less than two (2) and no more than five (5) days from the date such request is made.

(b) Notice of Meetings. Notice of meetings of the Members shall be given at

least ten (10) days before the date of the meeting by posting such notice on the corporation's calendar on its website or in another reasonable manner as prescribed by the Board. Such notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.

(c) Waiver of Notice. Any Member may elect, in writing, to waive his or her right to receive notice as provided in the preceding paragraph.

(d) Date of Record. The date of record for determining who is a Member entitled to receive notice and to vote at any meeting shall be not more than thirty (30) days prior to the date set for the meeting.

(e) Voting. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Members who are not in good standing shall not be entitled to vote. Voting rights may not be exercised by proxy. The voting shall be in person or by written ballot as prescribed by the Board.

(f) Quorum. A quorum for the transaction of business at a meeting of the Members shall be constituted by the presence of five (5) Members entitled to vote at that meeting.

(g) Action by Members. Except as otherwise provided by these Bylaws, the decision of a majority of Members present and voting at a duly held meeting at which a quorum is present is the decision of the Membership. At any meeting at which a quorum was initially present, business may continue to be transacted after the loss of a quorum, provided that any action taken is approved by at least a majority of the number which constitutes a quorum.

(h) Place of Meetings. All meetings of the Members shall take place at such location in Pacific Palisades, California, as is stated in the notice of the meeting.