

BYLAWS OF
Winship School Foundation
A California Nonprofit Public Benefit Corporation

1. Name. The name of the Corporation is Winship School Foundation (herein "Corporation").
2. Offices. The principal office for the transaction of the activities and affairs of the Corporation is located at 4305 S. Meridian Road, Meridian, California. The Board of Directors (Board) may change the principal office from one location to another in the County of Sutter, California. Any such change shall be noted by the Secretary in these Bylaws. The Board may at any time establish branch or subordinate offices at any place or place where the Corporation is qualified to conduct its activities.
3. Purpose. The specific and primary purpose of the Corporation is to assist and support public education at Winship Elementary School, and students enrolled in programs of the Winship Elementary School.
4. Members. The corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's Board of Directors may, in its direction, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.
5. Directors.
 - A. Powers and Duties. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
 - B. Number of Directors. The authorized number of Directors shall be a minimum of three (3) and a maximum of nine (9). No reduction in the number of Directors shall have the effect of removing a Director from office prior to the expiration of his/her term of office.
 - C. Manner of Selection and Terms. The Directors shall be designated or elected in connection with the annual meeting of the Board. Each Director so designated or elected shall serve until the next annual meeting of the Board or until a successor has been designated or elected and qualified.
 - D. Restriction on Interested Directors. No more than 49% of the persons serving on the Board at any one time may be interested persons. An interested person is (i) 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 Director as director; and (ii) 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 any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

E. Vacancies.

- (1) A vacancy or vacancies on the Board of Directors shall occur in the event of (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 convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of majority of the Board to remove a Director; (d) an increase in the authorized number of Directors.
- (2) Except as provided below, any Director may resign by giving written notice to the Chairman of the Board if any, or to the President or Secretary of the Board. 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 when the resignation becomes effective.
- (3) Vacancies on the Board shall be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office. Nothing in these Bylaws shall require the Directors to fill a vacancy on the Board, provided that there is at least one remaining Director of the Corporation.
- (4) Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.

F. Removal. Any Director may be removed from the Board without cause by an affirmative vote of at least three-fourths (3/4) of the total number of Directors. Removal of a Director shall be done in good faith and in a fair and reasonable manner. A Director shall automatically be subject to removal if the Director has more than two (2) unexcused absences at regularly scheduled Board meetings during any calendar year.

G. Compensation. No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board members in carrying out Corporation responsibilities.

H. Quorum. A majority of the elected and qualified number of Directors constitutes a quorum of the Board for the transaction of business at any meeting of the Board of the Corporation. A meeting at which a quorum is initially present may continue to transact business (notwithstanding the withdrawal of Directors), if any action taken is approved by at least a majority of the required quorum for such a meeting. Directors may not vote by proxy. If less than the required majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting to another date.

6. Officers.

A. Qualifications. The Officers of the Corporation shall be President, a Secretary, and a Chief Financial Officer. The President shall also be the Chairperson of the Board and the Chief Financial Officer shall be the Treasurer. The Corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with these Bylaws. A number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

B. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors, immediately following the election of Directors, at the regular annual meeting. Vacancies may be filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and qualified.

C. Removal and Resignation. Any Officer may be removed from his/her position without cause by an affirmative vote of at least three-fourths (3/4) of the total number of Directors. Removal of an officer shall be done in good faith and in a fair and reasonable manner. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

D. Chairman of the Board. The Chairman of the Board shall, if present, preside at all meetings of the board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

E. President. Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board as Chairperson, and shall have such other duties as may be prescribed by the Board. The President shall serve as an ex-officio member of all committees, with the exception of the nomination committee.

- F. Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall have such other powers and duties as may be assigned by the Board.
- G. Secretary. The Secretary shall act as secretary at all the meetings of the Board, and shall be responsible for the minutes of all such meetings. The Secretary shall perform such additional duties as shall be assigned by the Board.
- H. Chief Financial Officer. The Chief Financial Officer shall act as Treasurer of the Corporation and be responsible for the accounting of all monies of the Corporation, including depositing and/or investing them in accordance with policy adopted by the Board. All checks, drafts, or orders, for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Chief Financial Officer and counter-signed by the President, or any two Officers as determined by the Board. The Chief Financial Officer shall have such additional powers and duties as may be assigned by the Board.
- I. Duties May Be Delegated. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, all or part of the powers or duties of such officer to any other officer or to any Director.

7. Committees. The Board, provided a quorum is present, may create one or more committees, each consisting of two or more Directors. Appointment to committees of the Board shall be, by majority vote, of the Directors. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governess of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

8. Meetings.

- A. Annual Meetings. The annual meeting of the Board of Directors shall be held at such date, time, and place as the Board of Directors shall determine.
- B. Regular Meetings. In addition to the annual meeting, regular meetings shall be held at least quarterly.
- C. Special Meetings. Special meeting may be called by the President or the Vice President in his/her absence, or by any two Directors, in that order.

D. Place of Meetings. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

E. Notice of Meetings.

- (1) Notice of the annual meeting shall be given to the Directors not more than thirty (30) days nor less than ten (10) days before the meeting.
- (2) Notice of regular and special meetings shall be given to all the Directors a minimum of four (4) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally or by telephone.
- (3) Waiver of Notices: The notice requirements contained in these Bylaws may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.
- (4) Action in lieu of meeting: Any Board action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

9. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlement and other amounts actually and reasonably incurred by them in connection with any proceeding, including an action by or on behalf of the Corporation.

A. Definition. For the purposes of this Paragraph 9, “agent” means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent or another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer or employee; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under this Paragraph 9.

B. Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding

(other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Non profit Corporation Law, or any action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, finds, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation. The termination of any proceeding by judgment, order, or settlement, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation.

- C. Actions by or on Behalf of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or on behalf of the Corporation, or brought under section 5233 of the California Nonprofit Corporation Law, or brought by the Attorney General for breach of fiduciary duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Paragraph:
- (1) in respect to any claim, issue, or matter to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
 - (2) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - (3) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.
- D. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section C of this Article 9 or in defense of any claim, issue, or matter therein, the

agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

- E. Required Determinations. Except as otherwise provided in Section C of this Paragraph 9, any indemnification under this Paragraph 9 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agency has met the applicable standard of conduct set forth in Section C of this Paragraph 9 by:
- (1) A majority vote of a quorum consisting of directors who are not parties to such proceedings or
 - (2) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person rendering services in connection with the defense, is opposed by the Corporation.
- F. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Paragraph 9.
- G. Other Indemnification. No provision made by the Corporation to indemnify it or its directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Paragraph 9. Nothing contained in this Paragraph 9 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.
- H. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Paragraph 9 in any circumstances where it appears:
- (1) That it would be inconsistent with a statute, a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or otherwise amounts were paid, which prohibits or otherwise limits indemnification; or
 - (2) That it would be inconsistent with any condition expressly imposed by a court in approval of a settlement.

10. Maintenance of the Corporation Records. The Corporation shall keep adequate and correct books and records of account, written minutes of the proceedings of the Board.

11. Miscellaneous.

A. Fiscal Year. The fiscal year shall begin on January 1st and shall end December 31st.

B. Rules. Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters or procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation.

C. Amendments. These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors then is otherwise required by law, said provision may not be altered, amended or repealed except by that greater vote. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if the notice is delivered personally.

D. Endorsement of Documents; Contract. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chairman of the Board, the President or any Vice President and the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Financial Officer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount. Notwithstanding the foregoing, all checking accounts, savings accounts or demand deposit accounts of the Corporation shall require only one signature of either the President or Secretary of the Corporation, or such other person or persons as the Board of Directors from time to time designate.

E. Annual Report. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. The annual report shall be accompanied by any report on it of independent accountants or, if there is

no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (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.
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes.
- (5) Any information required by these Bylaws.

F. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of these Bylaws, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

G. Construction. Unless the content 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 above, the masculine gender includes the feminine, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify,

- (1) That I am the duly elected and acting Secretary of Winship School Foundation (Corporation), and
- (2) That the foregoing Bylaws, comprising the immediately preceding pages, including this page, constitute the original Bylaws of said Corporation, as duly adopted at the first meeting of the Board of Directors thereof, duly held on _____, 2012.

IN WITNESS WHEREOF, I have unto subscribed my name and affixed the seal of said Corporation on this ____ day of _____, 2012.

Katherine Anderson, Secretary