

AMENDED AND RESTATED BYLAWS

OF

OAK KNOLL KINDERHAUS

A California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME AND OFFICES**

Section 1. NAME. The name of this corporation is Oak Knoll Kinderhaus.

Section 2. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the Corporation is located at 1200 North Lake Avenue, Pasadena, County of Los Angeles, California. The Board of Directors may change the location of the principal office of the Corporation to any place within the County of Los Angeles.

Section 3. CHANGE OF ADDRESS. The Board of Trustees shall have full power and authority to change the principal office from one location to another by amendment of these Bylaws to state the new location.

Section 4. OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place(s) where the Corporation is qualified to do business.

**ARTICLE II
PURPOSES AND LIMITATIONS**

Section 1. GENERAL PURPOSES. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future statute or other law of the United States, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future statute or other law of the United States.

Section 2. SPECIFIC PURPOSES. This Corporation's specific purpose is to provide an educational environment that allows children to reach their full potential through the Montessori method in a school setting.

Section 3. DIVERSITY. All schools operated or administered by this Corporation shall admit students without regard to race, color, national or ethnic origin, or sex to the rights, privileges, programs and activities made available to the students of the school.

Section 4. LIMITATIONS.

(a) No substantial part of the activities of this Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 or the corresponding provision of any future statute or other law of the United States, and the Corporation shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office except as provided in such Section 501(h) or future law.

(c) All property of this Corporation is irrevocably dedicated to the educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code as well as those purposes set forth in Article II above. No part of the earnings of this Corporation shall ever inure to the benefit of any directors or officers of this Corporation or to the benefit of any private person.

(d) Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and under Section 23701d of the California Revenue and Taxation Code or the corresponding section of any future federal or California revenue law.

**ARTICLE III
MEMBERS**

Section 1. Members. The Corporation shall have no members. Any action that would otherwise require approval by the members shall require only approval of the Board. All rights that would otherwise vest in the members shall vest in the directors.

**ARTICLE IV
DIRECTORS**

Section 1. NUMBER AND QUALIFICATION OF DIRECTORS. The Board of Directors shall consist of a minimum of five (5) and a maximum of eleven (11) directors, the default being nine (9) directors; provided, however, that the exact number shall be fixed within those limits by a resolution adopted by the Board of Directors. The qualification for directors are that such persons shall be involved and knowledgeable concerning the issues relating to the purposes of the Corporation set

forth in Article II of these bylaws. The Board may establish, by resolution, further qualifications for directors in order to further the goals of the Corporation.

Section 2. COMPOSITION OF THE BOARD. The Board shall be comprised of nine (9) voting members, unless the Board pursuant to Section 1 of this Article establishes a different number. The Board shall include the following non-voting *ex officio* members:

1. Head of School
2. Faculty Representative (if so selected by the faculty)
3. Officer of the Oak Knoll Family Association
4. Advisory Member(s)

Section 3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. Not more than 49% of the persons serving on the Board of Directors may be interested persons. Notwithstanding the foregoing, persons who are currently employed by or who are being compensated by Oak Knoll Kinderhaus for services rendered to it, excluding reasonable compensation to a Director as a Director, or 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 interested persons, may not serve as Directors. If a Director becomes such an interested person during his/her term in office, this provision shall serve to terminate that Director's term.

Section 4 SELECTION AND TENURE OF DIRECTORS.

(a) Tenure. Except as otherwise provided in subsection (c)(3) of this Section, the term of each voting office shall be three years to begin at the close of the annual meeting at which the Director was elected and end at the close of the annual meeting three years from the date of election. The terms shall be staggered such that no more than one third (1/3) of the Directors' offices expire each year. Each Director shall hold office until expiration of the term for which they are elected. Terms of office shall run with the office, not with an individual.

Ex officio members, other than the Head of School, such as the Faculty Representative and the President of OKFA shall be one (1) year.

(b) Nominations. At least 14 days before the date of any election of Directors, the Nominating Committee shall provide a list of qualified nominees, including the Directors up for reelection, for election to the Board. At least seven (7) days before the date of an election, the Nominating Committee shall report to the Board its recommended slate of nominees for election to the Board. The Secretary shall forward to each Director, with the notice of meeting required by Article VI, Section 5, the ballot of candidates nominated.

(c) Elections.

(1) At the annual meeting of directors as specified in Article VI, Section 3, elections to fill seats on the Board of Directors whose terms expire at that annual meeting shall be held after the election of officers as provided for in Article V, Section 2. Each director shall have only one vote for each vacancy. Voting for Directors shall be by ballot. Cumulative voting is prohibited. The nominees receiving the highest number of votes that constitute at least a majority of the Directors then in office will be elected up to the number of vacancies. If nominees do not receive the required number of votes to fill a vacancy, the seat will remain vacant until the next election. If there is a tie between two or more nominees such that there are more nominees elected than there are vacancies, there shall be a second round of voting among the candidates/directors receiving the same number of votes to determine who will take office. Any director whose successor is being elected shall have the right to vote unless such director has been removed pursuant to subsection 5(a)(2) or 5(a)(4) of these bylaws.

(3) Directors may be elected at any other meeting called for that purpose or by unanimous consent pursuant to these bylaws. The election process shall be the same as at the annual meeting.

(4) If the authorized number of directors is increased by resolution pursuant to Section 1 of this Article or by an amendment to these bylaws, the additional authorized number of directors shall be elected by the directors in office and shall be divided into three groups and given staggered terms of one, two and three years at random as required to ensure that the terms of only a third of the Director seats expire at any one time.

Section 5. VACANCIES ON THE BOARD.

(a) Event Causing Vacancy. A vacancy or vacancies in the Board shall exist on the occurrence of any of the following:

(1) The death or resignation of any director;

(2) 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 court or convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;

(3) The increase of the authorized number of directors; or

(4) The removal of a director by a majority vote of the Board of Directors.

(5) The termination of a Director's term pursuant to Section 3(a) or 3(b) of this article.

(b) Resignations. Notwithstanding Section 4(a) of this Article, any director may resign by giving written notice to the President of the Board or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for resignation to become effective. If a director's resignation is effective at a later time, the Board may select a successor to take office when the resignation becomes effective.

(c) Filling Vacancies. Vacancies on the Board shall be subject to the nominations and elections processes in Sections 4(b) and 4(c). Vacancies may be filled by a vote of a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the term of office for that seat has expired as provided in Section 4(a) of this Article or until his or her death, resignation or removal from office.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. POWERS. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and these 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 of Directors. Without prejudice to such general powers, but subject to the same limitations, the Board of Directors shall have the power and authority to:

(a) Delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed; provided, however, 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.

(b) Except as otherwise provided in these bylaws, approve any action which would otherwise be required to be approved by members if this Corporation had members;

(c) Appoint and remove all officers and agents of the Corporation and the Head of School and prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or with these bylaws; fix their compensation; evaluate their performance; and require from them security for faithful service;

(d) Change the principal executive office or the principal business office in the State from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or foreign country; and conduct business within or without the State;

(e) Adopt, make and use a corporate seal, and alter the form of such seal and of such certificates; and

(f) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for such consideration.

Section 7. DUTIES. The directors shall perform the duties of a director, including the duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner that such Director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person would use under similar circumstances. The directors' duties shall include, but not be limited to, the following:

(a) Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

(c) Meet at such times and places as required by these bylaws; and

(d) Provide their addresses, phone and facsimile numbers, and electronic mail addresses to the Secretary of the Corporation for which notices, of meetings delivered, telephoned, facsimiled, electronically mailed, or telegraphed to them at such addresses shall be valid notices thereof.

ARTICLE V OFFICERS

Section 1. OFFICERS. The officers of this Corporation shall be a President; a Vice President; a Secretary; and a chief financial officer, who shall be known as the Treasurer. The Corporation may also have, as determined by the Board, additional vice presidents, assistant secretaries, assistant treasurers, or other officers. No one person may hold more than one corporate office.

Section 2. ELECTION. All officers of this Corporation, except such officers as may be appointed in accordance with Sections 3 and 5 of this Article, shall be elected for renewable terms of office of one year, or until their successors are elected and qualified.

Section 3. OTHER OFFICERS. The Board of Directors may appoint such other officers as the business of the Corporation may require, including an executive director to manage the day-to-day actions of the Corporation. Each officer so appointed shall hold office for such period and have such authority and perform such

duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. The Board of Directors may remove any officer chosen by the Board of Directors at any time, with or without cause or notice. Officers may be employed for a specified term under a contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section and shall have no claim against the Corporation or individual officers or directors because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

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

Section 5. VACANCIES IN OFFICES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

Section 6. DUTIES OF PRESIDENT. The President shall preside at all meetings of the Board and shall perform all other duties usually incident to that office. The President shall be an *ex officio* member of all committees except the Nominations Committee. The President shall exercise and perform such other powers and duties that the Board may from time to time assign to him or her. Unless another person is specifically appointed as chairperson of a meeting of the Board of Directors, the President shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. DUTIES OF VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by these bylaws, shall perform all the duties of the President. When so acting, a Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the bylaws.

Section 8. DUTIES OF SECRETARY. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of the Articles of Incorporation and of these bylaws, as amended or otherwise altered to date;

(b) Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of standing committees of the Board. 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 the persons present at the Board and committee meetings;

(c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(d) Be custodian of the records and of the seal of the Corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these bylaws, and by the Board;

(e) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request, these bylaws and the minutes of the proceedings of the directors of the Corporation; and

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 9. DUTIES OF TREASURER. Subject to the provisions of Article XIV, Section 2 of these bylaws, the Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(b) 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 director at all reasonable times;

(c) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of Corporation with such

depositories as the Board may designate, and (2) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;

(d) 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;

(e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these bylaws, or which may be assigned to him or her from time to time by the Board;

(g) If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office;

(h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute; and

(i) In the absence or disability of the President, or the Vice Presidents, if any, preside at Board meetings.

Section 10. COMPENSATION. The salaries, if any, of the officers shall be fixed from time to time by resolution of the Board. The salary received by any officer of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation that relate to the performance of the charitable or public purposes of this Corporation. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article IV, Section 2 of these bylaws.

ARTICLE VI MEETINGS

Section 1. PLACE OF MEETINGS. Meetings of the Board of Directors shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation. Any meeting of the Board, regular or special, may be held by conference telephone, videoconference, electronic commission, or similar

communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members;

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

(c) The Board has adopted and implemented a means of verifying both of the following:

(1) A person communicating by telephone, video conference, or other communication equipment is a director entitled to participate in the Board meeting; and

(2) All statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a director.

For purposes of this Section 1, “electronic transmission” means a communication (a) delivered by (i) fax or electronic mail, (ii) posting on an electronic message board or network designed by Corporation for those communications, together with a separate notice to the recipient of the posting, (iii) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of such means of transmission for communications, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 2. REGULAR MEETINGS. Regular meetings of the directors shall be held at least four times per year, once each fiscal or calendar quarter, at a place and time to be determined by the directors. If a regular date, time and place is determined by the Board for all regular meetings, no additional notice thereof shall be required. Otherwise, regular meetings of the Board shall be held with notice as provided in Section 10 of this Article.

Section 3. ANNUAL MEETINGS. The regular meeting of the Board of Directors to be held during the quarter prior to the end of the school year shall be the annual meeting, and it shall be held each year at a time and place to be determined by the Board. At the annual meeting, the Board shall undertake the election of officers, election and re-election of directors, and transactions of other business.

Section 4. SPECIAL MEETINGS. Special meetings of the Board may be called by the President, a Vice President, the Secretary or by any two directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 5. NOTICE OF MEETINGS.

(a) Regular Meetings. Regular meetings of the Board may be held without notice. Any changes to the regular meeting must be made with fourteen (14) days' notice by United States first-class mail, postage prepaid or by other common carrier; by telephone, including a voice messaging system or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the Director; facsimile; or by electronic mail or other electronic means.

All such notices shall be given or sent to the Director's address, telephone number, facsimile number or electronic mail address as shown on the Corporation's records.

(b) Special Meetings. Special meetings of the Board shall be held upon four (4) days notice from the date and time of postmark before the time set for the meeting if by United States first-class mail or by other common carrier, or forty-eight (48) hours' notice delivered by any other means listed in the paragraph immediately above. No business other than that specified in the written notice of meeting shall be considered at any special meeting.

(c) Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 6. CONTENTS OF NOTICE. Notice of meetings not herein dispensed with shall specify the place, (if other than the Corporation's principal office), day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice, except for special meetings, which require notice of the topics to be discussed.

Section 7. QUORUM. A majority of the directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to approval of

(1) contracts or transactions in which a director has a direct or indirect material financial interest,

(2) certain transactions between Corporations having common directorships,

(3) creation and appointment of committees, and

(4) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for such meeting. Except as otherwise provided in these bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

Section 8. WAIVER OF NOTICE. Notice of a meeting at which a quorum is present need not be given to any director who (a) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice, (b) signs an approval of the minutes of the meeting, or (c) attends the meeting without protesting the lack of notice before or at the beginning 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.

Section 9. CONDUCT OF MEETINGS. Unless another person is specifically appointed as chairperson of a meeting of the Board of Directors, meetings of the Board of Directors, shall be presided over by the President, or, if no such person has been so designated or, in his or her absence, by a chairperson chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board of Trustees, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 10. MAJORITY ACTION AS BOARD ACTION. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of the Nonprofit Public Benefit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

Section 11. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. 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 unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 12. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 13. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of such time and place shall be given prior to the time of the adjourned meeting in the manner described above to the directors who were not present at the time of the adjournment.

Section 14. COMPENSATION. Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 5 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 2 of this Article.

Section 15. INSURANCE FOR CORPORATE AGENTS. This 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, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE VII COMMITTEES

Section 1. APPOINTMENT OF STANDING COMMITTEES.

(a) The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create one or more standing committees. The Board shall determine the committee chair, whether membership shall be limited to Directors or open to non-Directors, the functions of the committee, and the committee's decision-making authority. In addition, the Board shall determine the committee membership and/or grant such authority to the committee chair; and determine any rules for the governance of the committee and the minimum meeting requirements and/or grant such authority to the committee to determine by motion. The Board may appoint alternate members of the committee who may replace any absent member at any meeting of the committee.

(b) A director shall chair each standing committee.

(c) The Board or these bylaws may grant the committee chair the authority to determine the committee members; however, the President shall retain the authority to remove or to add individual committee members as needed to ensure the proper functioning of the committee.

(d) Unless the Board or committee provides otherwise, the provisions applicable to the Board's meetings and actions shall govern the regular and special meetings and other actions of standing committees.

(e) Notwithstanding any resolution of the Board, no committee may:

1. Fill vacancies on the Board of Directors;
2. Fix compensation of the Directors for serving on the Board or any committee;
3. Amend or repeal the bylaws or adopt new bylaws;
4. Amend or repeal any resolution of the Board of Directors;
5. Appoint other committees of the Board or the members thereof;
6. Expend or approve the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
7. 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.

Section 2. APPOINTMENT OF ADVISORY (AD HOC) COMMITTEES.

(a) Advisory committees may be appointed by the Board of Directors by motion, approved by majority vote of the Directors present provided there is a quorum, or by the President as needed to advise and support the Board in accomplishing its functions.

(b) If appointed by motion, the Board shall determine the committee membership and or grant the committee chair such authority, whether membership shall be limited to Directors or open to non-Directors, and the functions of the committee. If appointed by the President, the President shall make such determinations.

(c) A director shall chair each advisory committee.

(d) Advisory committees shall have no decision-making authority. The purpose of advisory committees is limited to providing research, recommendations

and advice to the Board. Upon making its final report/recommendation to the Board, the advisory committee shall be dissolved.

Section 3. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers of the Board of Directors. The Board of Directors may, by resolution, add to the Executive Committee the chairs of any standing committees. The Executive Committee shall meet between meetings of the Board at a call of the President or any two (2) members of the Committee. The Executive Committee shall meet as necessary to aid the officers of the Corporation in all matters concerning the interests and promotion of the purposes of the Corporation, including the organization of an annual Board retreat. The Board of Directors delegates to the Executive Committee the authority to exercise all powers of the Board (except those listed in Section 1(e)) in the event of an emergency when there is inadequate time to call a Board meeting or when a quorum is unavailable.

The Executive Committee shall also meet at least once a year to conduct an annual evaluation of the Board's performance;

Section 3. FINANCE COMMITTEE. The Finance Committee shall be chaired by the Treasurer and shall consist of not less than three (3) members, including the Head of School, an AMI-certified Director or staff representative to ensure financial decisions meet program needs, the Chair of any development or fundraising committee, and the Treasurer of the Oak Knoll Family Association. The Treasurer shall have the authority to appoint non-Director members to this Committee. This Committee shall supervise the financial affairs of the Corporation and make recommendations to the Board of Directors regarding such financial affairs, including, but not limited to, the following:

1. Determine the annual budget in consultation with the Head of School and strategic plans;
2. Review and provide to the Board monthly financial statements and end-of-year annual reports to ensure compliance with annual operating budget;
3. Review and recommend tuition rates, including all discounts and fees;
4. Review the terms of long-term contracts to ensure they comply with financial goals of the Board;
5. Conduct internal audits;
6. Oversee independent financial reviews/audits;
7. Oversee the Corporation's investments;
8. Review budget requests and determine budgets for any new programs in consultation with the Head of School;

9. Develop, review, and ensure compliance with financial and accounting policies and procedures;
10. Propose workers comp/liability insurance coverage; and
11. Develop criteria to determine the availability of scholarships.

Section 4. NOMINATIONS COMMITTEE. The Nominations Committee shall be chaired by the Vice President and shall consist of at least one parent Director, one non-parent Director, and one Faculty Representative or the Head of School, but in no event more than five (5) members, who are not up for re-election during the term of committee membership. This Committee shall oversee the applications, nominations, elections, orientation and participation of Directors, including:

1. Design and implement application, interview, nomination and orientation policies and procedures for new Directors.
2. Develop general qualifications for all Directors and specific qualifications/certifications Director offices, such as AMI teacher certification, accounting or legal certification and/or any other such qualifications to ensure a balanced Board composition.
3. Review all applications, conduct interviews of qualified candidates, nominate qualified candidates and recommend a slate of nominees for election to the Board, taking into consideration the goals of the Board as reflected in Board policy and/or the strategic plan.
4. Actively recruit new Directors as needed by the Board.
5. Be responsible for orientation of new Directors.
6. Review Director participation to ensure full participation by each Director in the functioning of the Board and recommend removal or non-reelection of directors who are not sufficiently contributing to the Board.

The Nominations Committee shall meet as needed to perform its functions and at least semi-annually to review Director Participation.

ARTICLE VIII HEAD OF SCHOOL

Section 1. APPOINTMENT AND REVIEW. The school(s) operated and maintained by this Corporation pursuant to Article II, Section 2 of these bylaws shall have a Head of School hired by the Board. The Head of School shall be an employee of the Board, and shall receive a compensation package fixed by the Board. The Board may extend the Head of School a contract of employment, and

shall devise and implement a mechanism for periodic (e.g., annual) review of the Head of School's performance.

Section 2. DUTIES. Subject to the authority of the Board but as limited in this Section, the Head of School shall:

(a) Supervise and manage all of the business and affairs of the school(s) operated and maintained by the Corporation pursuant to Article II, Section 2 of these bylaws.

(b) Be responsible for the employment and termination of employment of school employees and staff, subject to salary guidelines and previous discussion with, and other reasonable requirements as may be set forth by, the Board;

(c) Advance the purposes of the Corporation through the school(s) operated and maintained by it, and shall otherwise operate the school(s) in a manner consistent with the policies and plans adopted and as directed by the Board; and

(d) Be responsible for managing the school's or schools' operations in a fiscally responsible manner consistent with any financial plan or operating budget promulgated by the Board.

Section 3. EX OFFICIO DIRECTOR. The Head of School shall be an *ex officio*, non-voting member of the Board and shall be present at all meetings of the Board. However, the Head of School may be excused from those parts of Board meetings where discussion of the Head of School's compensation or evaluation takes place.

ARTICLE IX INDEMNIFICATION

Section 1. DEFINITIONS. For the purposes of this Article 7:

"agent" means any person who is or was a Trustee, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Trustee, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation;

"proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

"expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article 7.

Section 2. CORPORATION'S POWER TO INDEMNIFY. 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 Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements or other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. LIMITATION OF INDEMNIFICATION. 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 in the right of the Corporation, brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted realtor status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred 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 Section 3:

(a) In respect to any claim, issue or matter as 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;

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

(c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. EXPENSES. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article 7 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.

Section 5. AUTHORIZATION FOR INDEMNIFICATION. Except as provided in Section 4 of this Article 7, any indemnification under this Article 7 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article 7, by:

(a) A majority vote of a quorum consisting of Trustees who are parties to such proceeding; or

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

Section 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 7.

Section 7. VALIDITY OF INDEMNIFICATION. No provision made by the Corporation to indemnify its or its subsidiary's Trustees or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a written resolution of members or Trustees, an agreement or otherwise, shall be valid unless consistent with this Article 7. Nothing contained in this Article 7 shall affect any right to indemnification to which persons other than such Trustees and officers may be entitled by contract or otherwise.

Section 8. LIMITATIONS ON INDEMNIFICATION. No indemnification or advance shall be made under this Article 7, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with 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 other amounts were paid, which prohibits or otherwise limits indemnification; or

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

Section 9. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any officer, Trustee or agent of the Corporation against any liability asserted against or incurred by the officer, Trustee or agent in such capacity or arising out of such officer, Trustee or agent's status as such whether or not the Corporation would have the power to indemnify the officer, Trustee or agent against such liability under the provisions of this Article 7, 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.

Section 10. TRUSTEE OF EMPLOYEE BENEFIT PLAN. This Article 7 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1 of this Article 7. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE X RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

(a) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(b) Written minutes of the proceedings of its Board and standing committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(c) A copy of the Corporation's Articles of Incorporation and these bylaws as amended to date; and

(d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the Corporation is required, by statute or regulation, to make generally available to the public.

Section 2. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this Corporation and any subsidiary of this Corporation, except as may be limited by common law and statute. Such inspection by a director may be made in person or by his or her agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 3. ANNUAL REPORT. The Board shall cause an annual report to be sent to directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes, during the fiscal year; and
- (e) Any other information required by these bylaws.

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 books and records of the Corporation.

This annual report shall not be required if the Corporation receives less than \$25,000 in gross receipts during the fiscal year. However, the information specified above for inclusion in an annual report shall be furnished to any director who requests it in writing.

Section 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:

(a) Any transaction (i) in which the Corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" has a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purposes, an "interested person" is any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article VII of these bylaws.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest. If the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

**ARTICLE XI
DISSOLUTION AND MERGER**

Section 1. DISSOLUTION. The Corporation may be dissolved by vote of the Board of Directors or by the action of the Board of Directors in accordance with the provisions of California Corporation law. Upon the dissolution of this Corporation and after payment or provision for payment of all debts and liabilities, the assets of this Corporation shall be distributed to an organization that has established tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which has similar purposes as the Corporation. If for any reason the Corporation is unable to locate such an organization or such an organization is unable or unwilling to accept the assets of the Corporation, such assets may be distributed to the federal, state, or local government for public purposes.

Section 2. MERGER. The Corporation may merge with other Corporations organized solely for nonprofit purposes, qualified and exempt from Federal taxation pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and from State taxation, upon compliance with the provisions of California law relating to merger and consolidation.

**ARTICLE XII
FISCAL YEAR**

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall commence on the first day of September of each year and shall end on the 31st day of August of the next succeeding year.

**ARTICLE XIII
AMENDMENT OF BYLAWS**

Section 1. AMENDMENT OF BYLAWS. Subject to any provision of law applicable to the amendment of bylaws of a California nonprofit public benefit Corporation, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of a majority of the directors then currently in office.

**ARTICLE XIV
AMENDMENT OF ARTICLES**

Section 1. AMENDMENT OF ARTICLES. Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the directors then currently in office.

Section 2. CERTAIN AMENDMENTS. Notwithstanding the Section 1 of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XV GENERAL PROVISIONS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the chief financial officer and/or any person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 2. EXECUTION OF CORPORATE CONTRACTS AND INSTRUMENTS. The Board of Directors, except as in the bylaws otherwise provided, may authorize any officer or officers or agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to one or more specific matters. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, 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 in any amount.

Section 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President, any Vice President, or any other person authorized by resolution of the Board of directors is authorized to vote on behalf of the Corporation any and all shares of any other Corporation or Corporations, foreign or domestic, standing in the name of the Corporation. This authority to such person to vote or represent on behalf of the Corporation any and all shares held by the Corporation in any other Corporation or Corporations may be exercised by any such person in person or by any person authorized to do so by duly executed proxy.

Section 4. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of the bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, the masculine gender includes the feminine and neuter, the feminine gender includes the masculine and neuter, and the term "person" includes both a Corporation and a natural person.

**ARTICLE XVI
PROHIBITION AGAINST SHARING CORPORATION PROFITS AND ASSETS**

No Trustee, officer, employee, or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its educational purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by written resolution of the Board of Trustees, and no such person or persons shall be entitled to share in the distribution, and shall not receive, any of the corporate assets on dissolution of the Corporation.

**ARTICLE XVII
EMERGENCY PROVISIONS**

Section 1. APPLICABILITY. The provisions of this Article 13 shall be operative only during a national emergency declared by the President of the United States or the Person performing the President's functions, or in the event of a nuclear, atomic or other attack on the United States or a disaster making it impossible or impracticable for the Corporation to conduct its business without recourse to the provisions of this Article 13. Said provisions in such an event shall override all other Bylaws of the Corporation in conflict with any provisions of this Article 13, and shall remain operative so long as it remains impossible or impracticable to continue the business of the Corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article 13.

Section 2. AVAILABILITY OF TRUSTEES. All Trustees who are not available to perform their duties as Trustees by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be Trustees, with like effect as if such persons had resigned as Trustees, so long as unavailability continues.

Any person who has ceased to be a Trustee pursuant to the provisions of Section 2 and who thereafter becomes available to service as a Trustee shall automatically resume performing the duties and exercising the powers of a Trustee unless the term of office of such person has expired in accordance with its original terms and a successor has been elected and qualified.

Section 3. NUMBER OF TRUSTEES. The authorized number of Trustees shall be the number of Trustees remaining after eliminating those who have ceased to be Trustees pursuant to Section 2.

Section 4. EMERGENCY QUORUM. The number of Trustees necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of Trustees remaining pursuant to Section 2 as the quorum established pursuant to Article 2 bears to the authorized number of Trustees set forth in Article 3.

**ARTICLE XVIII
STATUTORY REFERENCES**

All references in these Bylaws to statutes, rules, regulations and similar legislative action shall include such statutes, rules, regulations and similar legislative action as now in effect or as hereafter amended or supplemented and shall also include any successor statutes, rules, regulations and similar legislative actions.

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

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that the Board of Trustees of said Corporation duly adopted such Bylaws.

Jason Felton
President

[Signature]
Secretary

Date: 11 June 2007

Date: 5-9-07