

AMENDED AND RESTATED
BYLAWS OF
FRIENDS OF MARQUEZ
a California nonprofit public benefit corporation

Adopted as of August 1, 2012

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Amended and Restated Bylaws of
FRIENDS OF MARQUEZ

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AMENDED AND RESTATED

BYLAWS OF

FRIENDS OF MARQUEZ

a California nonprofit public benefit corporation

Adopted as of August 1, 2012

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.

(i) Open Meetings. All meetings of the Members shall be open to any parent, faculty member or other interested person, but only Members are entitled to vote.

(j) Conduct of Meeting. The President shall preside as chairperson at all meetings of the Members. The chairperson shall conduct such meetings in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The chairperson shall have all of the powers usually vested in the chairperson of a meeting of Members. Without limiting the generality of the foregoing, the chairperson's rulings on procedural matters shall be conclusive and binding on all Members, unless at the time of a ruling a request for a vote is made to the Members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such Members shall be conclusive and binding on all Members.

(k) Written Ballot. Written ballots may be used at the discretion of the Board. The form of the written ballot and the manner of soliciting such ballots shall be prescribed by the Board. To be the action of the Members, the number ballot received from the Members must equal or exceed the quorum required to be present at a meeting authorizing the action and the number of approval received must be a majority of the ballots received (or such greater number as required by these Bylaws or the Law). A written ballot may not be revoked.

Section 3.04. ELECTION OF DIRECTORS AND OFFICERS.

(a) Election by Members. The Members shall elect the corporation's Directors and officers at the annual meeting.

(b) Nominations. At least fourteen (14) days prior to the annual meeting, but not more than thirty (30) days, the Members may send nominations for Directorship (including self-nominations) to the Secretary. The Secretary shall communicate such nominees' names to

the Members at least ten (10) days prior to the annual meeting in a reasonable manner as prescribed by the Board. Members should nominate candidates who are Members, have particular skills, abilities or expertise needed by the corporation and/or who have demonstrated a willingness to contribute time and effort on behalf of the corporation.

(c) Opportunity to Speak. At the annual meeting, an opportunity shall be provided for additional nominations (including self-nominations) from the floor, and each candidate shall be afforded the opportunity to make a brief statement to solicit support for his or her candidacy.

(d) Voting. In voting for Directors, each Member shall cast as many votes as there are Directors to be elected, but may not vote more than once for each candidate. Each Member must vote in person or by written ballot as determined by the Board. Voting rights may not be exercised by proxy. The candidates receiving the highest number of votes, up to the number to be elected, shall be those elected.

ARTICLE IV

DIRECTORS

Section 4.01. POWERS. Subject to any limitations in the Articles and these Bylaws and compliance with any applicable law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the

same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate, but failure to affix a seal does not affect the validity of any instrument.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 4.02. NUMBER OF DIRECTORS. The authorized number of Directors shall be neither less than five (5) nor more than nine (9) until changed by amendment of the Articles or these Bylaws.

Section 4.03. SELECTION AND TERM OF OFFICE. The Directors shall be elected by the Members. Any Member may be a Director. Directors shall be elected by the Members at the annual meeting for a one (1) year term from July 1-June 30 following the annual meeting and until a successor has been elected and qualified.

Section 4.04. INTERESTED PERSONS. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 4.04, an interested person is:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director, or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person listed in Section 4.04(a) above.

Any violation of the provisions of this Section 4.04 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4.05. VACANCIES.

(a) Subject to the provisions of Section 5226 of the Law, any Director may resign effective upon giving written notice to the Chair of the Board (if any), the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

(b) Vacancies on the Board shall be filled in the same manner as the Director whose office is vacant was selected pursuant to Section 4.03 of these Bylaws, provided that any vacancy to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director at any regular or special

meeting of the Board. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

(c) A vacancy on the Board shall be deemed to exist in the case of the death, resignation or removal of any Director or an increase in the authorized number of Directors.

(d) Subject to Section 4.03 of these Bylaws, the Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Sections 5230 through 5239 of the law.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office, unless the reduction provides for the removal of one (1) or more specified Directors.

(f) A majority of the Directors then in office may remove and declare vacant the office of a Director who fails to attend, without an excuse acceptable to the Board, three (3) consecutive meetings of the Board.

Section 4.06. PLACE OF MEETING. 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 School.

Section 4.07. ANNUAL MEETINGS. The Board shall hold an annual meeting for the purposes of organization and the transaction of other business. Annual meetings of the Board shall be held at such time and place as may be fixed by resolution of the Board in advance of such meetings.

Section 4.08. REGULAR MEETINGS. Regular meetings of the Board may be held without call or notice so long as the time and place for such meetings are fixed by resolution of

the Board in advance of such meetings.

Section 4.09. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board (if any), the President, any Vice President, the Secretary or any two (2) Directors.

Section 4.10. NOTICE.

(a) A notice need not specify the purpose of any regular or special meeting of the Board.

(b) Annual and regular meetings of the Board, the place and time for which have not been fixed in advanced by resolution of the Board, and special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any electronic transmission made by the corporation must be in conformity with California Corporations Code Section 20.

(c) Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the Directors are regularly held.

(d) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by

electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient, or the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.11. QUORUM AND VOTING.

(a) A majority of the Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 4.14 of these Bylaws. 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 regarded as the act of the Board, unless a greater number be required by law, by the Articles or these Bylaws. 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 meeting, or a greater number required by law, the Articles, or these Bylaws.

(b) Each Director present and voting at a meeting shall have one (1) vote on each matter presented to the Board for action at that meeting. No Director may vote at any meeting by proxy.

(c) The following actions shall require a vote by a majority of the Directors then in office in order to be effective:

- (i) The amendment of the Articles or the adoption of new Articles;
- (ii) The amendment or repeal of Bylaws or the adoption of new

Bylaws;

(iii) The dissolution of the corporation and winding up of business or any sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of its assets;

(iv) The approval of any self-dealing transaction (without counting the vote of any “interested director” as defined in Section 5233 of the Law), except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any “interested director” as defined in Section 5233 of the Law) at the next meeting of the Board;

(v) The establishment of any special or standing committees of the Board and any appointments to such committees;

(vi) The removal of a Director who fails to attend, without an excuse acceptable to the Board, three (3) consecutive meetings of the Board; and

(vii) The approval of any other action for which the Law or these Bylaws require approval of such a majority of the Board.

Section 4.12. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE, ELECTRONIC VIDEO SCREEN COMMUNICATION, OR OTHER COMMUNICATIONS EQUIPMENT. Members of the Board may participate in a meeting, or a committee meeting, through use of conference telephone, electronic video screen communication or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section 4.12 constitutes presence in person at that

meeting as long as all members participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission, other than conference telephone and electronic video screen communication, pursuant to this Section 4.12 constitutes presence in person at that meeting if both of the following apply:

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

(b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

All other electronic transmissions made by or to the corporation must be in conformity with California Corporations Code Sections 20 and 21.

Section 4.13. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 4.14. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment

to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.15. ACTION WITHOUT MEETING.

(a) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action and if the number of directors then in office constitutes a quorum. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

(b) For the purposes of this Section 4.15 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the Law or any "common director" as described in Section 5234 of the Law who abstains in writing from providing consent, where (i) the facts described in Section 5233(d)(2) or (3) of the Law are established or the provisions Section 5234(a)(1) or (2) of the Law are satisfied, as appropriate, at or prior to execution of the written consent(s); (ii) the establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the non-interested or non-common directors or in other records of the corporation; and (iii) the non-interested or non-common directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

(c) Directors may consent, vote or otherwise take action under this Section 4.15 by a signed document transmitted by mail, messenger, courier, facsimile, or any other reasonable method satisfactory to the Chair of the Board (if any) or the President.

Section 4.16. RIGHTS OF INSPECTION. 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 the corporation.

Section 4.17. STANDING OR SPECIAL COMMITTEES.

(a) In the event that the Board determines that the management of the corporation would be benefitted by the establishment of one (1) or more standing or special committees, the Board, may from time to time establish one (1) or more such committees to serve at the pleasure of the Board.

(b) The establishment of a standing or special committee shall be effected by a resolution of the Board approved by the vote of the majority of the Directors then in office, which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two (2) or more Directors and shall be presided over by a Director selected by the Board. Appointments to such committees shall also be by a majority vote of the Directors then in office.

(c) The term “standing committee” or “special committee” shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chair of each such standing or special committee, and meetings of standing or special committees may be called by the Board or the chair of the standing or special committee.

(d) A committee exercising the authority of the Board shall not include as members persons who are not Directors. However, non-Directors may attend and participate in the meetings of such committees. As provided in Section 4.19 of these Bylaws, the Board may

create advisory commissions that do not exercise the authority of the Board and these advisory commissions may include persons who are not Directors.

Section 4.18. LIMITATIONS UPON COMMITTEES OF THE BOARD. No committee of the Board, including any executive committee, shall have any of the authority of the Board with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) The amendment or repeal of the Articles or Bylaws or the adoption of new Articles or Bylaws;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee which has the authority of the Board;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board;
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (g) The approval of any self dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any "interested director" as defined in Section 5233 of the Law) at the next meeting of the Board; or

(h) The approval of any other action for which the Law or these Bylaws requires approval of the Board or of a majority of the Board.

Section 4.19. ADVISORY COMMISSIONS. The Chair of the Board (if any), the Board, the executive committee or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Directors or persons who are not Directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chair of each such advisory commission, and meetings of advisory commissions may be called by the Chair of the Board (if any), the Board, the executive committee, the President or the chair of the advisory commission.

Section 4.20. RELIANCE ON COMMITTEES OF THE BOARD AND ADVISORY COMMISSIONS. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by a committee upon which the Director does not serve that is composed exclusively of any or any combination of:

- (a) Directors;
- (b) One (1) or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented; or
- (c) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when

the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

Section 4.21. FEES AND COMPENSATION. Directors and members of committees or commissions shall serve without compensation, but all necessary expenses incurred by them in the performance of their duties shall be reimbursed by the corporation.

ARTICLE IV

OFFICERS

Section 5.01. OFFICERS. The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chair of the Board (if any), one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, a Parliamentarian and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments and as may be elected or appointed in accordance with the provisions of Section 5.03 of these Bylaws. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board (if any).

Section 5.02. ELECTION. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 5.03 or Section 5.05, shall be chosen annually by the Members and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Such officers shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 5.03. SUBORDINATE OFFICERS. The Board may elect, and may empower

the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4.04. REMOVAL AND RESIGNATION.

(a) Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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

Section 5.05. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.06. CHAIR OF THE BOARD. The Chair of the Board (if any) 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.

Section 5.07. PRESIDENT. Subject to such powers, as may be given by the Board to the Chair of the Board (if any), the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and

control of the business and affairs of the corporation. In the absence of the Chair of the Board, or if there be none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 5.08. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, 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.

Section 5.09. SECRETARY. The Secretary shall keep, or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5.10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the

corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board, shall render, or cause to be rendered, to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall serve as the “chief financial officer” of the corporation for purposes of the Law.

Section 5.11. PARLIAMENTARIAN. The Parliamentarian shall advise the Chair of the Board, and if there be none, the President, of proper parliamentary rules and parliamentary procedure to ensure that meetings of the Board are conducted in an orderly manner and enable the Board to transact business in an efficiency manner. The Parliamentarian shall have such other powers and perform such other duties as from time to time may be prescribed by the Board.

ARTICLE VI

OTHER PROVISIONS

Section 6.01. ENDORSEMENT OF DOCUMENTS; CONTRACTS.

(a) Authority for the endorsement of checks, contracts or other legal documents on behalf of the corporation shall be established by the Board. Except within specific authority levels established by the Board, no officer, agent or employee (if any) 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.

(b) However, the Law provides that any checks, contracts or other legal documents, when signed by (i) any one (1) of the Chair of the Board, the President or any Vice President and by (ii) any one (1) of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation, will be deemed valid and binding on the corporation and, thus, enforceable against the corporation, in the absence of actual knowledge on the part of the other party that the signing officers had no authority to execute the same.

Section 6.02. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 6.03. CONSTRUCTION AND DEFINITIONS. 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.

Section 6.04. AMENDMENTS. Subject to Section 2.03 of these Bylaws, these Bylaws may be amended or repealed by the approval of a majority of the Directors then in office.

Section 6.05. MAINTENANCE OF CERTAIN RECORDS. The accounting books, records, minutes of proceedings of the Board and any committee thereof, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form,

or in any other form capable of being converted into written, typed or printed form.

Section 6.06. ANNUAL FINANCIAL REPORT.

(a) The Board shall cause an annual financial report to be furnished to the Directors not later than one hundred and twenty (120) days after the close of the corporation's fiscal year.

(b) The annual financial report shall contain in appropriate detail the following:

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

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

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

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

(v) Any information required by Section 6.07 of these Bylaws.

(c) The report required under this Section 6.06 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6.07. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

(a) The corporation shall furnish annually to its Directors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.06 of these Bylaws. A covered transaction under this Section 6.07 is a transaction in which the corporation was party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

- (i) Any Director or officer of the corporation, or its parent or subsidiary.
- (ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

(b) The statement required by this Section 6.07 shall describe briefly:

- (i) Any covered transaction (including compensation of officers and Directors) during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000.
- (ii) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and where practicable, the amount of such interest; provided that in the

case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(iii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation.

Section 6.08. INDEMNIFICATION. The corporation shall, to the maximum extent permitted by the Law and Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"), indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or an officer of the corporation and shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law and Section 4958 of the Code. For purposes of this Section 6.08, a "Director" or an "officer" of the corporation includes any person who is or was a Director or an officer of the corporation, or is or was serving at the request of the corporation as a director or an officer of another corporation, or other enterprise, or was a director or an officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

CERTIFICATION

I hereby certify that I am the secretary of Friends of Marquez and that the foregoing bylaws are the amended and restated bylaws as adopted by the Board of Directors of Friends of Marquez as of August 1, 2012, and that these bylaws have not been amended or modified since that date.

Dated: August 18, 2012


Cindy Ufkes, Secretary