

RESTATED BYLAWS
OF
REDWOOD DAY SCHOOL
PARENTS' AND GUARDIANS' ASSOCIATION,
a California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section 1.1 Principal Office. This corporation's principal office shall be fixed and located at 3245 Sheffield Avenue, Oakland, California. The board of directors of this corporation (the "Board") may change the location of the principal office. Any such change of location shall be noted by the Secretary on these Bylaws opposite this Section or recorded in an amendment to this Section.

Section 1.2 Other Offices. The Board may establish branch or subordinate offices any place or places where this corporation is qualified to conduct its activities.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The purposes of this corporation are charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701d of the California Revenue and Taxation Code. In the context of these general purposes, the corporation's specific purposes are to support and promote the interests of Redwood Day School and to foster a spirit of cooperation and unity among the parent body.

ARTICLE III

MEMBERSHIP

Section 3.1 Classes and Qualifications of Membership. This corporation shall have one class of members consisting of the parents and guardians of one or more students currently enrolled in Redwood Day School.

Section 3.2 Rights of Membership. Members shall have the right to vote, as set forth in these Bylaws on the election of Core Officers and directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all the rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3.3 Membership Dues and Fees. Membership shall not be predicated on the payment of any dues or fees.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section 4.1 Place of Meeting. Meetings of the members shall be held at any place within or outside the State of California that has been designated from time to time by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of such designation, regular meetings shall be held at the principal office of this corporation. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

(a) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code section 20(b) for consent to conduct a meeting of members by electronic transmission by and to

the corporation shall include a notice that absent consent of the member pursuant to Corporations Code section 20(b), the meeting shall be held at a physical location in accordance with Section 4.1 of these Bylaws.

Section 4.2 Annual and Regular Meetings. Annual and regular meetings of the members shall be held on such dates and times as may be selected by the Board or the President at least 15 days in advance of such date. At the annual meeting, the Core Officers and directors shall be elected and other proper business may be transacted. There shall be at least one regular meeting each year in addition to the annual meeting.

Section 4.3 Special Meetings.

(a) Special meetings of the members for any lawful purpose or purposes may be called at any time by the President or five percent or more of all the members.

(b) A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, Vice President, or the Recording Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 4.4 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(c) No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4.4 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given under Section 4.4 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no

other business may be transacted. The notice of any meeting at which Core Officers or directors are to be elected shall include the names of all persons who are nominees when notice is given.

(a) Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(1) Filling vacancies on the Board;

(2) Amending the Articles of Incorporation (the “Articles”);

(3) Electing to wind up and dissolve the corporation;

(4) Approving a contract or transaction between the corporation and one or more directors (or a family member of one or more directors), or between the corporation and any entity in which a director has a material financial interest; or

(5) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the corporation is in the process of winding up.

(b) Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation’s books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation’s principal office; or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) Notice given by electronic transmission by the corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (ii) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(d) Notwithstanding the foregoing:

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (iii) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation to a member after either of the following: (i) the corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the Corresponding Secretary, an Assistant Secretary, or any other person responsible for the giving of the notice.

(e) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Recording Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 4.5 Quorum. Seven or more members shall constitute a quorum for the transaction of business at such meeting. The members may vote only

on matters as to which notice of their general nature was given under Section 4.4 of these Bylaws.

Section 4.6 Voting. Subject to the California Nonprofit Public Benefit Corporation Law, members on the record date as determined under Section 4.10 of these Bylaws shall be entitled to vote at any meeting of members.

(a) Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

(b) Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(c) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles.

Section 4.7 Waiver of Notice. The transactions of any meetings of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.4(a) of these Bylaws, the waiver of notice, consent, or approval, shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 4.8 Actions by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be

filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 4.9 Actions by Written Ballot. Any action, including the election of directors, that members may take at any meeting of members may also be taken without a meeting, at the sole discretion of the Board, by complying with the following provisions:

(a) This corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission that meets the requirements of Section 4.4(c) of these Bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Core Officers or directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(b) Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) A written ballot may not be revoked.

(d) All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least one year.

Section 4.10 Record Date for Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the members entitled to receive notice of

any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for –

(a) Sending notice of a meeting shall be no more than 90 days nor less than 10 days before the date of the meeting;

(b) Voting at a meeting shall be not more than 60 days before the date of the meeting;

(c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) Taking any other action shall be no more than 60 days before that action.

Section 4.11 Record Date for Actions Not Set by Board. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Sections 4.10 and 4.11 of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 4.12 Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or

electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 4.13 Procedure. Meetings of the members should be reasonably informal and designed to encourage broad participation. Where reasonably appropriate or necessary, however, the President or other authorized person presiding over a meeting of the members may, at his or her discretion, invoke Robert's Rules of Order or other procedural rules to govern the conduct of the meeting. Any such application of any such rules is strictly for the convenience or efficiency of that individual meeting—and neither Robert's Rules of Order nor any other such procedural rules are hereby incorporated into these Bylaws by reference or otherwise.

ARTICLE V

DIRECTORS

Section 5.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation (the "Articles") and these Bylaws, the activities and affairs of this 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 this corporation to any person or persons, management company, or committees however composed, provided that the activities and affairs of this 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, the Board shall have power to do the following:

(a) Select and remove all officers, agents and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws; and require from them security for faithful service.

(b) Conduct, manage and control the affairs and activities of this corporation and make such rules, regulations, and policies for these purposes, not inconsistent with law, the Articles or these Bylaws, as the Board deems appropriate.

(c) Borrow money and incur indebtedness on this corporation's behalf, and cause to be executed and delivered for this corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(d) Adopt and use a corporate seal, and alter the form of such seal from time to time as the Board deems appropriate.

Section 5.2 Number of Directors. The authorized number of directors shall be 12, until changed by amendment to these Bylaws. The six Core Officers, as defined in Section 8.1 of these Bylaws, and the Head of School of Redwood Day School shall be *ex officio* directors. In addition, there shall be five elected directors (the "Elected Directors"): a Director—High School, a Director—Middle School, a Director—Lower School, and two directors at large; provided, however, that for any term in which Redwood Day School does not yet have a high school with enrolled students, the Director—High School position shall instead be a third director at large.

Section 5.3 Election and Term of Office. The Elected Directors, except such directors as may be elected or appointed in accordance with the provisions of Section 5.6 of these Bylaws, shall be elected annually by the members and shall hold their respective director positions for a term of one year, beginning on July 1 (or the date of appointment if applicable), and until their respective successor directors shall be elected and begin their terms or until their earlier resignation, removal, or other disqualification from service. No Elected Director may be elected to serve more than two consecutive terms in the same position; provided, however, that an unexpired term of less than 1/2 of a full term that is filled by a selected director shall not count as a term for the purpose of this limitation.

Section 5.4 Eligibility for Certain Director Positions. To be eligible to be elected or appointed to any of the Elected Directors positions, a person must be a member. Additionally, to be eligible to be elected or appointed to the position of Director—High School, a member must be the parent or guardian of one or more students in or expected to be in the high school of Redwood Day School during the term in which he or she would serve as director. To be eligible to be elected or appointed to the position of Director—Middle School, a member must be the parent or guardian of one or more students in or expected to be in the middle school of Redwood Day School during the term in which he or she would serve as director. To be eligible to be elected or appointed to the position of Director—Lower School, a member must be the parent or guardian of one or more students in or expected to be in the lower school of Redwood Day School during the term in which he or she would serve as director.

Section 5.5 Restriction on Interested Directors. Not more than 49% of the persons serving on the Board at any one time may be “interested persons.” An interested person is (a) any person being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 5.6 Vacancies.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation or removal of any director; (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; or (iii) the increase of the authorized number of directors.

(b) Except as provided herein, any director may resign by giving written notice to the President, Recording Secretary, or Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If the resignation is effective at a later time, the Board may elect a successor before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

(c) Any director who does not attend three successive board meetings will automatically be removed from the Board without board resolution unless (i) the director requests a leave of absence for a limited period of time, and the leave is approved by the President (if such leave is granted, the number of directors will be reduced by one in determining whether a quorum is or is not present); (ii) the director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection. The Board by resolution of the majority of directors must agree before a director who has missed three meetings may be reinstated.

(d) A vacancy in the office of an Elected Director may be filled by a majority of the remaining directors, even if less than a quorum, or by a sole remaining director. 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.

(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.

Section 5.7 Rights of Inspection. Each director of this corporation 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. The inspection may be made in person or by the director's agent or attorney.

Section 5.8 Fees and Compensation. Directors shall serve without any compensation for their services as directors or officers or members of Board or other committees, though the Board may authorize reimbursement of reasonable expenses incurred in carrying out such services.

ARTICLE VI

MEETINGS OF THE BOARD

Section 6.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section 6.2 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization and the transaction of other business at such dates and times as may be selected by the Board or the President at least 15 days in advance of such date.

Section 6.3 Regular Meetings. Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed from time to time by the Board.

Section 6.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the President, by the Vice President, or by two directors.

(b) Notice of the time and place of special meetings shall be given to each director by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of this corporation or as may have been given to this 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 in which the meetings of the directors are regularly held.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic mail or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 6.5 Quorum. A majority of the number of directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 6.10 of these Bylaws. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. 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.

Section 6.6 Voting. Each director present shall be entitled to one vote on each matter placed before a meeting, regardless of whether he or she concurrently holds a position as an officer.

Section 6.7 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 6.8 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of 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 meetings.

Section 6.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 6.9 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 6.10 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the board 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 24 hours, 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 6.11 Procedure. Meetings of the Board should be reasonably informal and designed to encourage broad participation. Where reasonably appropriate or necessary, however, the President or other authorized person presiding over a meeting of the Board may, at his or her discretion, may invoke Robert's Rules of Order or other procedural rules to govern the conduct of the meeting. Any such application of any such rules is strictly for the convenience or efficiency of that individual meeting—and neither Robert's Rules of Order nor any other such procedural rules are hereby incorporated into these by-laws by reference or otherwise.

ARTICLE VII

COMMITTEES

Section 7.1 Board Committees. The Board, by resolution adopted by a majority of the directors then in office, may create (or dissolve) one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or on any committee of the Board;

(c) The amendment or repeal of bylaws or the adoption of new bylaws;

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

(e) The creation of other committees of the Board or appointment of members to any committee 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;
or

(g) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be

governed by the provisions of Article VI of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 7.2 Nominating Committee.

(a) The Nominating Committee shall annually recruit and select, by majority vote, nominees for Core Officers (with the exception of President Emeritus) and directors to be presented to the members for election. The Nominating Committee shall also annually recruit and select proposed chairs of non-board and advisory committees, unless otherwise provided in Section 7.3 of these Bylaws, for presentation to the Board. The Nominating Committee shall actively seek recommendations from the general membership and shall consider recommended candidates submitted by the Board, the Head of School or his or her designated representative, the general membership, and those members placing themselves in consideration. The Nominating Committee must accept members' self-nominations and present such members to the members for election—if such members meet pre-set eligibility requirements established by the Board.

(b) The Nominating Committee shall be composed of the Director—High School (if such position is in existence), Director—Middle School, Director—Lower School and between five and eight members recruited from among the general membership and annually appointed by the Board. The Board shall aspire to appoint members who collectively represent the interests of the widest possible spectrum of grade levels and involvement in school activities. The Director—High School (if such position is in existence), Director—Middle School, and Director—Lower School shall serve as Co-Chairs of the Nominating Committee and shall coordinate the Nominating Committee's activities. The Head of School and/or his or her designated representative shall serve as an *ex officio* member of the Nominating Committee.

Section 7.3 Non-Board and Advisory Committees. The Board may from time to time appoint non-board and advisory committees (and any chairs of such committees) as deemed appropriate, consisting of directors or persons who are not directors, but such committees shall not be deemed committees of the Board and shall not exercise any powers of the Board. Membership of all non-board committees, except an audit committee, shall be open to all members who volunteer to serve. Chairs shall be appointed for a term of one-year but may serve additional terms at the discretion of the Board. The Head of School and/or his or her designated representative shall serve as an *ex officio* member of all non-board committees except the audit committee. Notice of, and procedures for, meetings of non-board and

advisory committees shall be as prescribed by the chair of each such committee, consistent with any policies or procedures that may be established by the Board, and meetings of any non-board committee may be called by the Board, the President or the chair of such committee.

ARTICLE VIII

OFFICERS

Section 8.1 Officers. The officers of this corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a President Emeritus (collectively, the “Core Officers”), each of whom shall be an *ex officio* director. This corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Financial Officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 8.3 of these Bylaws. Any number of offices may be held by the same person except that neither the Recording Secretary nor the Treasurer may serve concurrently as either President or Chairman of the Board.

Section 8.2 Election. The officers of this corporation, except the President Emeritus and such officers as may be elected or appointed in accordance with the provisions of Section 8.3 or Section 8.5 of these Bylaws, shall be chosen annually by the members, shall serve at the pleasure of the Board, and shall hold their respective offices for a term of one year, beginning on July 1 (or the date of appointment if applicable), and until their respective successors shall be elected and take office or until their earlier resignation, removal, or other disqualification from service. No Core Officer may be elected to serve more than two consecutive terms in the same office; provided, however, that an unexpired term of less than 1/2 of a full term that is filled by a selected director shall not count as a term for the purpose of this limitation.

Section 8.3 Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine.

Section 8.4 Eligibility for Officer Positions. To be eligible to be elected or appointed to any of the Core Officers positions or any other officer positions, a person must be a member.

Section 8.5 Removal and Resignation.

(a) A Core Officer who is automatically removed as a director for excessive absences under Section 5.6(c) of these Bylaws shall also be automatically removed from his or her position as an officer. Any officer may be removed with cause, by two-thirds vote of the entire membership, on the basis of a gross impropriety. A removal with cause initiated by the membership shall require a written petition to the Board of at least 10 percent of all members alleging a gross impropriety. Within 20 days' receipt of such petition, the Board shall call a meeting of the membership to vote on such removal action. Any officer who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law may be removed by the Board. Any officer, who is not a Core Officer, may be removed with or without cause by the Board.

(b) Any officer may resign at any time by giving written notice to this corporation, but without prejudice to the rights, if any, of this 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. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6 Vacancies. A vacancy in any Core Officer office, except the offices of President and President Emeritus, because of death, resignation, removal, disqualification or any other cause shall be filled by the Board within 30 days of the vacancy.

Section 8.7 President. The President is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of this corporation. 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. In addition, the President shall:

(a) Administer the affairs of this corporation.

(b) Call and preside at meetings of the general membership and the Board.

(c) Prepare and distribute agendas for all membership and Board meetings.

(d) Act as the primary liaison between this corporation and the Redwood Day School.

(e) Serve as *ex-officio* member of all Board and non-Board committees except the Nominating Committee and any audit committee.

(f) Serve as *ex-officio* member of the Redwood Day School's Board of Trustees (subject to such separate organization's discretion).

Section 8.8 Vice President. In the absence or disability of the President, and subject to any limitations imposed by the Board, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President by the President or the Board. In addition, the Vice President shall:

(a) Assist the President in the administration of the affairs of the corporation.

(b) Serve as an *ex-officio* member of those Board and non-Board committees as designated by the President, except the Nominating Committee and any audit committee.

Section 8.9 Recording Secretary. The Recording Secretary shall be the Secretary of the corporation and shall attend meetings of the membership and the Board and shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the membership, the Board, and the Board committees. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and if special, how it was authorized; the notice given; the names of the persons present at Board and Board committee meetings, and the proceedings thereof. The Recording Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of this corporation's Articles and Bylaws, as amended to date. The Recording Secretary shall keep the seal of this corporation, if any, in safe custody and shall also have such other powers and duties as may from

time to time be assigned to him or her by the Board or the President. In addition, the Recording Secretary shall:

- (a) Distribute to all relevant parties on a timely basis minutes of general membership and Board meetings.
- (b) Maintain and preserve all corporation records.
- (c) Maintain membership and committee rosters.
- (d) In the absence or disability of the President and Vice-President, call and preside at meetings of the general membership and Board until the election of a President *pro tem* by the Board.
- (e) Administer written ballots.
- (f) Serve as an *ex-officio* member of those Board and non-Board committees as designated by the President, except the Nominating Committee and any audit committee.

Section 8.10 Communications Secretary. The Communications Secretary shall give, or cause to be given, notice of all meetings of the membership and the Board and any committees thereof required by these Bylaws or by law to be given. In addition, the Corresponding Secretary shall:

- (a) Review and prepare communications for distribution to the general membership, including coordination with Redwood Day School as may be applicable.
- (b) Serve as an *ex-officio* member of those Board and non-Board committees as designated by the President, except the Nominating Committee and any audit committee.

Section 8.11 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each Assistant Secretary shall have all the powers and duties of the Recording Secretary or Corresponding Secretary in the event of such Secretary's absence or disability, and each shall also have such other powers and duties as may from time to time be assigned to him by the Board, the President or the appropriate Secretary.

Section 8.12 Treasurer. The Treasurer of this corporation is its chief financial officer and shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of the corporation's properties and transactions. The Treasurer shall send, or cause to be sent, to the directors such financial statements and reports as

are required to be sent by law, by these Bylaws, or by the Board. The Treasurer (a) shall deposit, or cause to be deposited, this corporation's funds and other valuables in the name and to the credit of this corporation with such depositaries as may be designated by the Board; (b) shall reimburse expenditures and disburse the funds of this corporation as may be ordered by the Board in accordance with the corporation's policy, taking proper vouchers for such disbursements; (c) shall render to the President and the Board, whenever requested, an account of all transactions as Treasurer and of the financial condition of this corporation; and (d) shall have such other powers and perform such other duties as may be prescribed by the Board. In addition, the Treasurer shall:

(a) Provide guidance to the members so as to enable them to comply with the corporation's fiscal policy.

(b) Maintain and reconcile the corporation's cash accounts in a timely manner.

(c) Maintain the corporation's general ledger.

(d) Prepare the corporation's annual budget.

(e) Maintain the corporation's tax reporting records.

(f) Maintain the corporation's fiscal policies and operating guidelines in accordance with the Treasury and Fiscal Affairs Operating Guidelines established by the Board.

(g) Serve as an *ex-officio* member of those Board and non-Board committees as designated by the President, except the Nominating Committee and any audit committee.

Section 8.13 Assistant Financial Officer. The Board may appoint one or more Assistant Financial Officers. Subject to any limitations imposed by the Board, each Assistant Financial Officer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and shall also have such other powers and duties as may from time to time be assigned to him by the Board, the President, or the Treasurer.

Section 8.14 President Emeritus. The President Emeritus shall be the immediate past President of the corporation and shall have such powers and duties as may from time to time be assigned to him by the Board or the President. The President Emeritus shall serve as an *ex-officio* member of those Board and non-Board

committees as designated by the President, except the Nominating Committee and any audit committee.

Section 8.15 Duties May be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, all or part of the powers or duties of such officer to any other officer or to any director.

ARTICLE IX

INDEMNIFICATION

Section 9.1 Definitions. For the purposes of this Article IX, "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this 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 9.4 or 9.5(b) of these Bylaws.

Section 9.2 Indemnification in Actions by Third Parties. This 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 proceeding (other than an action by or in the right of this 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 relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this 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 this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 9.3 Indemnification in Actions by or in the Right of this Corporation. This 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 this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator 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 this 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 this 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 9.3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this 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 a 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 9.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 of these Bylaws 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 9.5 Required Determination. Except as provided in Section 9.4 of these Bylaws, any indemnification under this Article IX shall be made by this 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 Section 9.2 or 9.3 of these Bylaws by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by this 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 this corporation.

Section 9.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article IX in defending any proceeding covered by Article IX may be advanced by this 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 IX.

Section 9.7 Other Indemnification. This corporation shall indemnify each of its current and former directors and officers by reason of the fact that such person is or was a director and/or officer of this corporation to the maximum extent permissible under law. No provision made by this corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 9.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Section 9.4 or 9.5(b) of these Bylaws, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, 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 9.9 Insurance. This corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to

indemnify the agent against such liability under the provisions of this Article IX, provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 9.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article IX 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 this corporation as defined in Section 9.1 of these Bylaws. This 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

OTHER PROVISIONS

Section 10.1 Amendments. These Bylaws may be amended or repealed by (i) approval of two-thirds of the directors then in office; or (ii) approval of two-thirds of members, provided that there is a quorum of at least 150 members. Amendments to the Bylaws may be proposed by the Board or by written request of five percent or more of all members. The Board shall advise the members in writing of any proposed amendment to the Bylaws requiring membership approval in the notice of the meeting at which such amendment shall be voted upon. Notwithstanding any provision herein to the contrary, the following types of Bylaws amendments shall require approval of two-thirds of members, with a quorum of at least 150 members:

(a) Any amendment that would materially and adversely impact the rights of members as to voting or transfer;

(b) Any amendment that changes the stated minimum or maximum number of authorized directors;

(c) Any amendment that extends the term of a director beyond that for which the director was elected or increases the term length or the number of consecutive terms that a director may serve;

(d) Any amendment that increases the quorum requirement for membership meetings;

(e) Any amendment that repeals, restricts, creates or expands proxy rights of a member; and

(f) Any amendment that authorizes, repeals or amends cumulative voting rights in an election of directors.

Section 10.2 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by (a) the President; or (b) the Vice President and the Recording Secretary, the Corresponding Secretary, any Assistant Secretary, the Treasurer or any Assistant Financial Officer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 10.3 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 this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 10.4 Contracts with Directors. No director of this corporation nor any other corporation, firm, association or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into. This Section 10.4 does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith

and without unjustified favoritism and (b) results in a benefit to one or more directors of their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 10.5 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 10.6 Annual Report. The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of this corporation's fiscal year. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that the financial statements included in the annual report were prepared without audit from this corporation's books and records. This requirement of an annual report shall not apply if this corporation receives less than \$25,000 in gross receipts during the fiscal year; provided, however, that the information specified herein for inclusion in an annual report must be furnished annually to all directors who request it in writing. That report shall contain the following information, in appropriate detail, for the fiscal year:

(a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including the trust funds, of this corporation.

(c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes.

(d) The expenses or disbursements of this corporation for both general and restricted purposes.

(e) Any information required by Section 10.7 of these Bylaws.

Section 10.7 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members and directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of this corporation's fiscal year:

(a) Any transaction (i) in which this corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For purpose of this Section 10.7(a), an "interested person" is either of the following: (i) any director or officer of this corporation, its parent, or its subsidiary (but mere common directorship shall not be considered such an interest); or (ii) any holder of more than 10 percent of the voting power of this corporation, its parent, or its subsidiary.

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

Section 10.8 Dissolution. This corporation may elect voluntarily to wind up and dissolve either (i) by approval of a majority of all members, or (ii) by approval of the board and approval of the members. Additionally, this corporation may elect to wind up and dissolve as may be set forth in California Corporations Code section 6610(b) (or any successor statute).

Section 10.9 Electronic Transmissions to the Corporation. An electronic transmission to the corporation shall be valid only if:

(a) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to shareholders or members and directors for sending communications to the corporation, (ii) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication;

(b) As to which the corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission; 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 10.10 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.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Recording Secretary of Redwood Day School Parents' and Guardians' Association, a California nonprofit public benefit corporation; and

2. The foregoing Bylaws consisting of 29 pages constitute the Bylaws of such corporation as duly adopted by the members on May 5, 2010, and amended by the Board of Directors on May 17, 2010, which have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this _____, 2010.

Andrew Tilin, Recording Secretary

[SIGNED COPY ON FILE]