

**BYLAWS
OF
The Novato Foundation for Public
Education**

(a California Public Benefit Corporation)

ARTICLE I

NAME

The name of this corporation shall be The Novato Foundation for Public Education (the “Corporation”).

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal executive office for the transaction of the business of the Corporation is located at 330 Ignacio Blvd., Suite 201, Novato, California. The Board of Directors (the “Board” and each member thereof a “Director”) may change the principal executive office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

OBJECTIVES AND PURPOSES

The objectives of this Corporation shall be:

(a) the receipt of contributions of money and property, administration of the fund thereby created, and the use of such fund to support and enrich public education and promote educational excellence in all of Novato's public schools; to create enrichment programs for students and teachers; to provide curriculum enhancement materials for use in classrooms; to establish a volunteer program bringing community members into the schools; to establish partnership programs between local business and organizations and the schools; and to promote better public understanding of school finance, curriculum, and administrative issues; and

(b) to devote any income, after expenses and debt services and the creation of reserves for same, to the furtherance of the Corporation's activities; and to establish funds, create reserves, accumulate income and hold and manage property for such activities.

ARTICLE IV

NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Public Benefit Corporation Law for the purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this Corporation as set forth in Article III. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any Director or officer of this Corporation, or to the benefit of any private person, firm or corporation, except in fulfillment of the Article III Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and whose objectives and purposes are consistent with those outlined in Article III.

ARTICLE VI

MEMBERSHIP

This Corporation shall have no statutory or voting members. Accordingly, any action which would, by operation of law or otherwise, require a vote of members shall require only a vote of Directors in accordance with Article VII, and all rights which would, by operation of law or otherwise, vest in the members shall vest in the Directors.

ARTICLE VII

DIRECTORS

SECTION 1. POWERS

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and the Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of a governing board, at least seventy-five (75) percent of which shall be comprised of board members who reside in areas to be served by the Corporation. The Directors shall have all of the rights, powers, duties and obligations of “directors” under the California Nonprofit Corporation Law.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

- (i) select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
- (ii) change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of meetings.
- (iii) adopt, make, and use a corporate seal and alter the form of the seal and certificate.
- (iv) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust,

mortgages, pledges, hypothecations, and other evidences of debt and securities.

- (v) pledge or hypothecate funds and other assets of the Corporation, to a Director or other appropriate party, for purposes of securing indebtedness incurred by the Corporation.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of Directors shall be eleven (11). The number of Directors shall not be less than three (3). Directors need not be residents of the State of California. However, no more than two (2) Directors may be residents of a county other than Marin.

SECTION 3. SELECTION AND TERM OF OFFICE OF DIRECTORS

The term of Board membership shall be from one (1) to three (3) years, with terms staggered so that a majority of the Board does not turn over in a single year. Directors shall be elected at each annual meeting of the Board to hold office until the end of the term to which they are elected. If any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special meeting of the Board held for that purpose. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. No Director shall hold office for more than six (6) years.

SECTION 4. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (I) the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under section 9240 and following the California Nonprofit Corporation Law, (iii) the declaration by resolution of the Board of a vacancy of the office of a Director who has been absent from (A) an aggregate of three meetings of the Board in any calendar year period or (B) any two consecutive meetings of the Board which have not been excused by the Board, after such Director has been asked to resign by the Board and has failed to do so, (iv) the increase of the authorized number of Directors, (v) the failure of the Board, at any meeting at which Directors are to be elected, to elect the number of Directors to be elected at such meeting; (vi) if, within sixty days after notice of an individual's selection to be a Director, such person does not accept such office either in writing or by attending a meeting of the Board and fulfill such other requirements of qualifications as the Bylaws may specify; or (vii) if removed by a court of competent jurisdiction as provided by statute.

(b) Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the

Attorney General of the State of California, no Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Filling Vacancies. Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

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

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

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all of the Directors either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 6. ANNUAL MEETING

The annual meeting of the Board shall be held on May 1st of each year, which date may be changed by resolution of the Board, or on the next business day if such day is a holiday, for the purpose of electing Directors to serve for the following year. After their election, the new Directors shall promptly hold an organizational meeting for the purpose of electing officers of the Corporation and transacting business. Notice of this meeting shall not be required.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board or the President, any Vice President, the Secretary or any two Directors.

(b) Notice.

- (i) Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (d) by telecopy to the Director's office or residence; (e) by telegram, charge prepaid; or by electronic mail with delivery verification. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.
- (ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
- (iii) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

SECTION 9. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. 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 of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) appointment of committees and (c) 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 that meeting.

SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers,

consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. ADJOURNMENT

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

SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of reconvening an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 13. 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, individually or collectively, consent in writing (including by electronic mail) to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 14. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable. A Director may be a salaried officer of the Corporation.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) take any final action on matters which, under the Nonprofit Corporation Law of California, require approval of the Board;

- (b) fill vacancies on the Board or in any committee;
- (c) fix compensation of the Directors for serving on the Board or on any committee;
- (d) amend or repeal Bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board or the members of these committees;
- (g) expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
- (h) approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest; (ii) between the Corporation and one or more of its Directors; or (iii) between the Corporation or any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws, concerning meetings of the Board, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meeting of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IX. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

SECTION 2. ELECTION OF OFFICERS

The officers of the Corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The term of office of any officer shall not exceed 2 years.

SECTION 3. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the Chairman of the Board or the President or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

SECTION 5. RESIGNATION OF OFFICERS

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

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7. RESPONSIBILITIES OF OFFICERS

(a) Chairman of the Board. If such an officer be elected, the Chairman of the Board shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall, in addition, be the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in Paragraph (b) below.

(b) President. Subject to such supervisory powers as may be given by the Board to the Chairman of the Board, if any, the President shall, subject to the control of the Board, generally supervise, direct, and control, the business and the officers of the Corporation. In the absence of the Chairman of the Board, or if there are none, the President shall preside at all

meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(c) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board, if not ranked, a 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 or the Chairman of the Board.

(d) Secretary. The Secretary shall attend to the following:

- (i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and committees of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.
- (ii) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(e) Chief Financial Officer. The Chief Financial Officer (the “CFO”) shall attend to the following:

- (i) Books of Account. The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- (ii) Deposit and Disbursement of Money and Valuables. The CFO shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the President and the Board, whenever they request it, an account of all of the CFO’s transactions as CFO and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- (iii) Bond. If required by the Board, the CFO shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of faithful performance of the duties of his office and for restoration to the

Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office of the CFO.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

SECTION 1. DEFINITIONS

(a) For the purpose of this Article:

- (i) “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, office 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 that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.
- (ii) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (iii) “expenses” includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against such agent, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer,

Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General or a person granted related 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, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no cause to believe such conduct was unlawful.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (i) the determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section; and
- (ii) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner the agent believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith or in a manner which the agent reasonably believed to be in the best interest of this Corporation or that the agent had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the agent must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

- (i) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- (ii) if such a quorum of disinterested Directors so directs, by independent legal counsel in written opinion; or
- (iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, 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 the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability, other than for violating provisions against self-dealing, 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 that liability under the provisions of this Section.

SECTION 10. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

The Corporation shall keep at its principal executive office, in the State of California:

- (a) the original or a copy of the Articles and Bylaws as amended to date;
- (b) adequate and correct books and records of account; and
- (c) minutes in written form of the proceedings of the Board and Committees of the Board.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office, in the State of California, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the public at all reasonable times during business hours.

SECTION 3. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 4. ANNUAL REPORT

The annual report referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports as they consider appropriate. However, the Corporation shall provide to the Directors, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) any information required by California Corporations Code section 6322.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIII

AMENDMENTS

The Board may adopt, amend or repeal these Bylaws; provided, however, that if any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be amended or repealed except by vote of such larger number of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Novato Foundation for Public Education, a California Nonprofit public benefit corporation, and the above bylaws, consisting of 15 pages, are the bylaws of this corporation as adopted at a meeting of the Board of Directors held on _____, 19__, in the City of _____, State of California.

Dated:

Secretary