

**AMENDED AND RESTATED BYLAWS OF
CHILDREN’S CENTERS KIDS KLUB
(AKA PARENT ADVISORY COUNCIL)**

A California Nonprofit (Public Benefit) Corporation

ARTICLE I
PURPOSES AND OFFICES

Section 1.01 Organic Structure. This corporation is a nonprofit, public benefit corporation and not for the private gain of any person. It has been incorporated for public charitable purposes under the California Nonprofit Corporation Law.

Section 1.02 Specific Purposes and Objectives. The corporation has been organized and formed for the specific purpose of raising funds and coordinating volunteer efforts to be used to support the Office of Child Development (“OCD”) (formerly known as Children’s Centers), which is a part of the public elementary school system grades P through 5 in the Culver City Unified School District (in Culver City, California). The mission of the corporation is to enrich and promote early childhood education, as well as before and after-school care, through the programs affiliated with OCD and to that end will coordinate its operations and objectives with the School Administration and will work closely with them to identify areas which may be appropriate for the corporation’s assistance. All funds raised through various corporation-sanctioned fundraising activities support new developmental and age-appropriate equipment and materials needed for the educational curriculum of each class, summer trips and activities, parent-related events and the annual Family Fun Festival. The corporation may accept gifts, legacies, donations and/or contributions in any amount and in any form, upon such terms and conditions as may be determined by the Board from time to time.

Section 1.03 Principal Office. The principal office of this corporation for the transaction of its business shall be fixed and located at such place as the Board of Directors of this corporation shall determine. The Board of Directors is granted full power and authority to change the location of the principal office.

Section 1.04 Other Offices. This corporation may also have offices at other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

Section 1.05 Name. The corporation is also known as the “Parent Advisory Council”.

ARTICLE II
MEMBERS AND MEMBERSHIP

Section 2.01 Members. The members (“MEMBERS”) of this corporation shall consist of the parent(s) or family of a child attending OCD during the then current year. No membership fees or dues shall be charged. The Secretary of this corporation shall endeavor to keep a current list or record of all Members, together with addresses and telephone numbers if and as made available to the corporation.

Section 2.02 Family Affiliation and Voting. When requesting a special meeting as provided in Section 2.06 or when voting at the annual meeting, any regular meeting or any special meeting of Members, the parent(s) and family of each child-student attending OCD and any sibling who may also be attending OCD shall be considered collectively as one (1) Member and shall have one (1) vote collectively, regardless of the number of legal guardians in the family and regardless of the number of children attending OCD. For this purpose, the term “family” shall include the parents or legal guardians of such children and any siblings attending the school and all other adults living with them. As an example, if a family has two (2) children attending OCD, that family will have one (1) vote. Each family/Member will be responsible for designating one of the parents or adults to vote on its behalf and for notifying the Secretary accordingly. Absent such designation, or in the event of any dispute, the determination of the Board of Directors, by majority vote of those attending, shall be conclusive as to the Member’s voting designate.

Section 2.03 Rights of Members. Members shall have the following rights:

- (a) Voting as set forth in Section 2.02;
- (b) Attending the annual meeting, any regular meetings and any special meetings of Members called by the Board;
- (c) Reviewing the books, records and papers of this corporation, upon reasonable notice and during business hours, except to the extent such would be related to any legal proceedings to which the corporation is a party and confidentiality is required by the corporation’s attorneys; and
- (d) Any other rights conferred by law or these Bylaws.

Section 2.04 Annual Meeting of Members. (a) An annual meeting of Members shall be held for the purposes of electing Directors, informing Members about the activities of the corporation, eliciting Members’ participation and transacting other business as may come before the meeting.

- (b) Until changed by resolution duly adopted by the Board of Directors, this annual meeting shall be held on a date between the months of September and December, inclusive, and in any event not more than fifteen (15) months after the previous annual meeting of Members, at such place as determined by the Board.

(c) Members shall be entitled to vote for Directors to serve one (1) year terms (other than the Permanent Director (as defined below)). The Board shall nominate at least as many candidates as there are authorized and acting Directors, and additional nominations may be taken from the floor at the discretion of the Board. All nominees shall have contributed meaningful time and effort on behalf of the corporation or, in the Board's reasonable discretion, have demonstrated a willingness to contribute meaningful time and effort on behalf of the corporation. Each candidate shall be afforded the opportunity to make a brief statement to solicit support for his or her candidacy.

(d) The Secretary shall endeavor to notify Members of the time and place of the annual meeting and of the names of nominated Directors as prescribed by applicable law, but a failure to comply with any notice requirements shall not affect the validity of actions taken at such meeting if Members receive actual notice thereof within a reasonable time prior to such meeting.

Section 2.05 Regular Meeting of Members. A regular meeting of Members shall be held at least once every three (3) months, other than during the summer months, for the purposes of informing Members about the activities of the corporation, eliciting Members' participation and transacting other business as may come before the meeting.

Section 2.06 Special Meeting of Members. The Board of Directors, the Chairperson of the Board and the President may from time to time and, upon written request of 5% or more of the Members (voting as provided in Section 2.02), according to the Secretary's membership roll or roster, the Board of Directors shall call a special meeting of Members. The business that may be transacted at a special meeting is limited to matters the general nature of which is stated in the notice of the meeting.

Section 2.07 Notice, Quorum and Voting. (a) All meetings of Members shall be open to any Member, Director, officer, faculty member and other OCD staff, but only Members may vote at the meeting in accordance with Section 2.02 above.

(b) The Secretary shall give written notice to all Members (notice to any member of a family will be considered notice to all members of that family) and to non-Member Directors and officers of the time, date and place of any meeting of Members as determined by the Board and the general nature of the matters to be considered. Such notice shall be given not less than ten (10) nor more than ninety (90) days prior to the date of the meeting. Written notice may take the form of electronic transmission (such as e-mail or posting to the corporation's website or internet news group), flyers distributed to parents' boxes in the classrooms, posts in a bulletin, newsletter or other communication distributed through the students of OCD, or first-class mail.

(c) A minimum of five (5) Members entitled to vote at any meeting of Members shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members, if any action taken is approved by at least a majority of the required quorum for such meeting.

(d) All voting, including votes for Directors (except as provided in Section 2.07(e) below), may be open or secret as the Board may determine by prior resolution or by majority vote of those Directors attending the meeting. For any voting by secret ballot, the Board shall establish procedures to effectuate such voting and shall appoint officers or others to conduct the vote.

(e) There shall be no proxies; all votes shall be made by Members in actual attendance and a majority of those present and voting on any matter shall be sufficient to approve such matter. In voting for Directors, each Member is entitled to cast as many votes as there are Directors to be elected, but may not vote more than once for any candidate. In the event that there are more candidates for Directors than there are Directors to be elected, voting shall be by written ballot, by such procedure as the Board may direct. The candidates receiving the highest numbers of votes, up to the number to be elected, shall be those elected.

Section 2.08 No Member Liability. No Member shall be personally or otherwise liable for any of the debts, liabilities or obligations of the corporation.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Number of Directors. The Board of Directors shall consist of not less than three (3) or more than eleven (11) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within the limits specified by a resolution duly adopted by the Board of Directors. The then current administrator of OCD shall be a permanent voting Director on the Board (the "PERMANENT DIRECTOR") and does not need to be elected by the Members in accordance with Section 5220(d) of the California Nonprofit Corporation Law; provided, however, that the designation of the current administrator of OCD as a permanent voting Director shall not take effect until the approval of the Members has been obtained.

Section 3.02 Quorum. A majority of the authorized number of Directors, under Section 3.01, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.13. Subject to applicable law, an act by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. 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 3.03 Powers of Directors. Subject to the Articles of Incorporation, other sections of these Bylaws and the California Nonprofit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers of this corporation shall be exercised by and under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of this corporation to any person or persons, management company or committee 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 of Directors. The Board of Directors shall have the following powers:

- (a) To select and remove all officers, agents and employees of this corporation, prescribe such powers and duties for them as shall not be inconsistent with law, the Articles of Incorporation, or these Bylaws, and to fix their compensation and require from them security for faithful service and discharge of duty.
- (b) To conduct, manage and control the affairs and activities of this corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws.
- (c) To borrow money and incur indebtedness for the benefit and on behalf of this corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidence of debt and securities.
- (d) To adopt, make, and use a corporate seal, if required by resolution of the Directors, and to alter the form of such seal from time to time.
- (e) To exercise all other powers which a Board of Directors may by law exercise, limited only to the provisions of law, the Articles of Incorporation and these Bylaws.

Section 3.04 Election and Term of Office. Except for the Permanent Director, the term of office for each Director of this corporation shall be one (1) year. Except as otherwise provided in this Article, each Director shall hold office until the expiration of his or her term and until his or her successor is nominated, elected and qualified. The successor for any Director shall be elected at the annual meeting of Members. A Director may succeed himself or herself in office. All terms of Directors shall run concurrently and shall not be staggered. By majority vote, the Directors may elect a Chairperson to preside over Board meetings and a Secretary to record the minutes thereof.

Section 3.05 Qualifications of Directors. Each Director shall be an adult, natural person, who, during the current school year, is a Member, provided that, if approved by resolution duly adopted by the Board of Directors, up to a maximum of two (2) Directors (not counting the Permanent Director) may be non-Members. If, after election but before completion of a term of office, a Director who must be a Member ceases to meet this qualification, he shall, within thirty (30) days after notification to the Board of such circumstances, resign or be replaced by the Board, and until actually replaced, such Director shall not be entitled to vote or to be counted as an authorized Director for the purpose of a quorum unless required by law to be so. Each Director shall meet the criteria for candidates set forth in Section 2.04(c).

Section 3.06 Removal of Director. Any Director may be removed at any time and for any reason or no reason, by a majority vote of Members at any special meeting called by the Board for that purpose or in accordance with applicable law. To the extent permitted by law, a Director may be removed by a majority of the Board for habitual neglect of his or her duties

(such as repeated failure to attend meetings) or for conduct materially not in the best interests of this corporation.

Section 3.07 Interested Persons. Not more than one-third (1/3) of the persons serving on the Board of Directors shall be “interested persons” which for the purpose of this section, shall mean: (i) any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as a Director; and/or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 3.08 Vacancies. (a) A vacancy or vacancies in the Board to Directors shall be filled by a majority of the remaining Directors then in office, although less than a quorum, or by the sole remaining Director. The Board may by the vote of a majority of the authorized number of Directors call a special meeting of the Members to vote for a replacement. A successor Director so selected shall serve for the unexpired term of the predecessor and until a successor has been elected at the next annual meeting and qualified. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of Directors is increased by Board resolution or amendment to these Bylaws.

(b) Subject to the prohibition of Section 5226 of the California Nonprofit Corporation Law that the sole remaining Director may not resign except upon notice to the Attorney General, any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Corporate Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

(c) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or found by a final order of judgment of any court to have breached any duty arising under Section 5210 through 5260 of the California Nonprofit Corporation Law. Any reduction to the number of Directors authorized in these Bylaws shall not have the effect of removing any Director prior to the expiration of the Director’s term of office.

Section 3.09 Place of Meetings. Meetings of the Board of Directors shall be held at any place, within or without the State that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place designated for such meeting or at the principal office.

Section 3.10 Regular Meetings. Regular meetings of the Board of Directors shall be held without call or notice at such time as shall from time to time be fixed by the Board of Directors.

Section 3.11 Special Meetings. (a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson or Vice-Chairperson of the Board, the President, any two (2) Vice-Presidents, the Secretary of the Board or of the corporation, or any two (2) Directors.

(b) Notice of the time and place of special meeting shall be given to each Director either (i) by written notice sent by first-class mail, charges prepaid, addressed to the address of each Director as shown on the records of the corporation, at least four (4) days before the date of the meeting, or (ii) by notice delivered personally or by e-mail, telephone, telegraph, telex or other similar means of communication at least 48 hours prior to the meeting.

(c) Notice by mail shall be deemed to have been given at the time it is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given when personally delivered to the recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Oral notice shall be deemed to have been given when communicated in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 3.12 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or written consent to the holding of the meeting or an approval of the minutes of a meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be as valid as though transacted at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written notice of waiver or a consent to hold the meeting or an approval of the minutes. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 3.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours, in which event notice of the adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 3.14 Meeting by Conference Telephone. Members of the Board of Directors 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. Participation in a meeting through telephonic means constitutes presence in person at such meeting.

Section 3.15 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, not including any "Interested Director" as defined in Section 5233 of the California Nonprofit

Corporation Law, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.16 Right of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.17 Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in the office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more Directors, and delegate to such committees any of the authority of the Board, except with respect to:

- (i) Approval of any action for which the California Nonprofit Corporation Law also requires approval of the Members or approval of a majority of the Members;
- (ii) Filling of vacancies on the Board or any committee;
- (iii) Fixing compensation of the Directors for serving on the Board or on any committee;
- (iv) Amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (v) Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (vi) Appointment of other committee of the Board or the members thereof;
- (vii) Expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (viii) Approval of any self-dealing transaction within the meaning of Section 5233(a) of the California Nonprofit Corporation Law, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

Section 3.18 Compensation. The Board of Directors and all officers of this corporation shall serve without compensation. The compensation, if any, of others for the rendition of professional or other services shall be fixed by resolution duly adopted by the Board.

ARTICLE IV OFFICERS

Section 4.01 Officers. The officers of this corporation shall be a Chairperson of the Board, a Vice-Chairperson of the Board if so elected by the Directors, a President, a Corporate Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, one or more Vice-Presidents (including an Executive Vice-President),

one or more Assistant Secretaries (including Corresponding and/or Recording Secretaries), one or more Assistant Treasurers and such other officers as may be designated by the Board and elected in accordance with Section 4.02. Officers shall be Members, unless otherwise determined by resolution duly adopted by the Board of Directors. 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 the Chairperson of the Board or the President.

Section 4.02 Election. Officers shall be chosen annually by the Board of Directors and serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service or until their respective successors shall be elected.

Section 4.03 Removal and Resignation. (a) Any officer may be removed, with or without cause, by the Board of Directors at any time, without prejudice to the rights, if any, the officer may have under any contract of employment.

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

Section 4.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 4.05 Presiding Officer. The Chairperson of the Board shall, if present, or if not present the Vice-Chairperson shall, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by these Bylaws.

Section 4.06 President. Subject to such powers, if any, as may be given by the Board of Directors to the Chairperson of the Board, the President shall be the general manager and chief executive officer of this corporation with general supervision, direction, and control of the business and officers thereof, subject to the direction and control of the Board. The President shall have the general powers and duties of management usually vested in the office of President/CEO and general manager of a corporation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.07 Executive Vice-President. In the absence or disability of the President, the Executive Vice-President, if any, or any other Vice-President designated by the Board of Directors, shall perform all the duties of the President and when so acting shall have all the powers of the President. The Executive Vice-President or such other Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.08 Secretary. The Corporate Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a full and complete record of

all meetings of the Board and its committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees or annual, regular and/or special meetings of the Members, required by these Bylaws or by law to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or these Bylaws, including supervision of the Assistant Secretaries, if any. The Secretary shall keep or cause to be kept at the principal office in the State of California:

- (i) The original or a copy of this corporation's Articles of Incorporation and Bylaws, as amended to date;
- (ii) The seal, if any, of this corporation in safe custody (affixing it to such papers and instruments as may be required in the regular course of business); and
- (iii) The records of this corporation.

Section 4.09 Chief Financial Officer and Disbursements. The Chief Financial Officer shall receive and safely keep all funds of this corporation and deposit them in banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation and signed by the President, the Executive Vice-President, the Chief Financial Officer, or the Corporate Secretary. The Board of Directors may by resolution duly adopted designate such other officers who may be authorized to sign such checks. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this corporation. The Chief Financial Officer shall supervise the activities of the Assistant Treasurer(s), if any, and shall have such powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V AMENDMENT OF BYLAWS

Section 5.01 By Board. These Bylaws may be amended or repealed and new Bylaws adopted by the vote and resolution duly adopted by a majority of the Board of Directors.

Section 5.02 By Members. The Members at the annual meeting or any special meeting called for that purpose may by majority vote of those present (where a quorum exists) amend these Bylaws.

ARTICLE VI INDEMNIFICATION OF AGENTS

Section 6.01 Statutory Indemnity. This corporation shall and hereby does indemnify its Directors, officers and employees to the fullest extent permitted by the California Nonprofit Corporation Law, including without limitation the provisions of Section 5238 of the California Corporations Code which are incorporated into these Bylaws.

Section 6.02 Indemnity of Fiduciaries. This corporation shall have the power to indemnify the trustee, the investment manager or other fiduciary of an employee benefit plan to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE VII
CORPORATE OBLIGATIONS AND ACTIONS; FISCAL YEAR

Section 7.01 Authority to Bind the Corporation. (a) 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 the following officers shall be valid and binding on the corporation, in the absence of actual knowledge on the part of the other person that the signing officer lacked authority to execute such instrument:

- (1) The Chairperson of the Board or the President;
- (2) The Executive Vice-President and the Corporate Secretary (or Assistant Secretary);
- (3) The Chief Financial Officer and the Corporate Secretary (or Assistant Secretary); or
- (4) Any two (2) Vice-Presidents and the Corporate Secretary.

(b) Any such instrument 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 in writing 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 7.02 Representation. The Chairperson of the Board or President, or such other officers as the Board of Directors may authorize for that purpose, are each to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporation standing in the name of this corporation. The authority granted in these Bylaws to any officer to vote or represent this corporation arising from any shares held by this corporation in any other corporation or corporations may be exercised either by the officer in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 7.03 Fiscal Year. The fiscal year of the corporation shall run from July 1 through June 30, except as otherwise determined by the Board by resolution duly adopted.

(End of Bylaws)

CERTIFICATE OF SECRETARY

The undersigned, Ann Chen, hereby certifies that:

(1) The undersigned is the duly elected and acting Corporate Secretary of CHILDREN'S CENTERS KIDS KLUB, a California nonprofit corporation.

(2) Attached hereto is a complete and correct copy of the Bylaws of such corporation as adopted as of September 11, 2012, and which have not been amended or modified since such date.

IN WITNESS WHEREBY, the undersigned has executed this Certificate of Secretary on September 11, 2012.



Corporate Secretary