

RESTATED AND AMENDED BYLAWS
OF
FRIENDS OF WILBUR, INC., A NONPROFIT CORPORATION

a California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of the Corporation is FRIENDS OF WILBUR, INC., A NONPROFIT CORPORATION.

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal office for the transaction of the business of the Corporation (“Principal Executive Office”) is located at 5213 Crebs Avenue, Tarzana, CA, 91356, or at such other place located in the County of Los Angeles as the Board of Directors of the Corporation shall determine. 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 of Directors 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 and purposes of this Corporation shall be:

- (a) To provide a structure to support specific student activities, programs and sports for the general benefit of the full student body of Wilbur Charter for Enriched Academics.
- (b) To promote parental and community involvement, participation and pride in Wilbur Charter for Enriched Academics.
- (c) To provide financial support to Wilbur Charter for Enriched Academics. students, teachers, programs, clubs, teams and activities.
- (d) To hold and manage property and funds for charitable and eleemosynary purposes for Wilbur Charter for Enriched Academics.

ARTICLE IV

NONPARTISAN ACTIVITIES

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes, 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 to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III of these Bylaws.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization organized for charitable purposes and dedicated to the exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

MEMBERSHIP

SECTION 1. MEMBERS PROHIBITED

The Corporation shall not have any members.

SECTION 2. ASSOCIATES

Nothing in this Article will be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference will constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

SECTION 3. NONVOTING MEMBERS

The Board of Directors may in its sole discretion admit individuals and families to one or more class or classes of nonvoting members; the nonvoting class or classes shall have such rights

and obligations, including, without limitation, requirement to pay fees and/or dues as the Board of Directors finds appropriate.

SECTION 4. EFFECT OF PROHIBITION

Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the California Nonprofit Public Benefit Corporation Law in the members shall vest in the Directors.

ARTICLE VII

DIRECTORS

SECTION 1. NUMBER

The Board of Directors shall consist of at least nine (9) but not more than sixteen (16) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within these limits, by a resolution adopted by the Board of Directors. Notwithstanding the foregoing, no more than forty-nine percent (49%) of the persons serving on the Board of Directors may be “interested persons”. An “interested person” is (i) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any relative of such a person.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE

(a) At each annual meeting of the Board (and if any annual meeting is not held or the directors are not elected thereat, at a succeeding regular meeting of the Board), those nominees for election to the Board receiving the highest number of votes, up to the number of directors then being elected, shall be elected Directors.

(b) A Director shall hold office for a term of one (1) year and shall remain in office until a successor Director has been elected, or until the existing Director has been elected for another one (1) year term. Any Director shall be eligible for reelection without limitation on the number of terms he or she may serve.

(c) The Board of Directors shall establish such rules and requirements to become and remain a director, as are in effect from time to time.

SECTION 4. NOMINATION

Any person may be nominated by the method of nomination authorized by the Board of Directors or by any other method authorized by law.

SECTION 5. COMPENSATION

A Director shall serve without compensation in the capacity as a Director.

SECTION 6. MEETINGS

(a) The Board of Directors shall establish the date and time of the annual meeting of Directors, unless such day falls on a legal holiday, in which event the annual meeting shall be held at the same hour on the next succeeding business day or as otherwise changed by the Directors.

(b) The Board of Directors may also establish regular meetings of the Board of Directors. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding business day or as otherwise changed by the Directors.

(c) Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, if any, or the President or the Secretary of the Corporation.

(d) All meetings of the Board of Directors shall be held at the principal executive office of the Corporation (as specified in Section 1, Article II, of these Bylaws, or as changed from time to time as provided in these Bylaws) or at such other locations as the Directors shall determine.

(e) A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment, but not less than two (2). 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 an 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 (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointments to committees of the Board, and (iv) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(f) Any meeting of the Board of Directors may be held by conference telephone. Participation in a meeting via conference telephone shall constitute presence in person at the meeting if all members participating in the meeting can hear one another.

SECTION 8. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if such action is consented to in writing by the Directors. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consents shall have the same force and effect as the vote of such Directors.

SECTION 9. VACANCIES IN THE BOARD OF DIRECTORS

(a) A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (1) the death, resignation or removal of any director, (2) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by final 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 Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law, (3) whenever the number of authorized directors is increased. A vacancy does not have to be filled if the remaining number of directors is above the required minimum number of directors. If the vacancy is filled, the person elected to fill the vacancy, shall complete the term of the director creating the vacancy and such short term shall not be deemed a term for term limit purposes.

(b) Any Director may resign effective upon giving written notice to the President, or the Secretary of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation of an elected director is effective at a future time, the Board may, but shall not be required to, elect a successor to take office when the resignation becomes effective. Except upon notice to the Attorney General, no Director may resign if the Corporation would then be left without a duly elected director in charge of its affairs.

(c) No reduction of the authorized number of directors shall have the effect of removing any Director before that Director's term of office expires.

(d) Any Director may be removed without cause by affirmative vote of not less than ninety percent (90%) of the Directors then in office.

ARTICLE VIII

INDEMNIFICATION

SECTION 1. RIGHT OF INDEMNITY

To the full extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238 of the California Corporations Code (or any successor provisions), including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in Corporations Code Section 5238, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in Corporations Code Section 5238. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238 of the California Corporations Code.

SECTION 2. APPROVAL OF INDEMNITY

On written request to the Board of Directors by any person seeking indemnification under Section 5238 of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238 of the California Corporations Code whether the applicable standard of conduct set forth in that section has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238 of the California Corporations Code whether the applicable standard of conduct set forth in that section has been met, and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

SECTION 3. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under the provisions of this Article VIII in defending any proceeding covered by said Article VIII shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

SECTION 4. INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE IX

COMMITTEES OF DIRECTORS

SECTION 1. COMMITTEES OF DIRECTORS

All or some of the Officers of the Corporation, as determined by the Board of Directors by resolution, shall constitute the Executive Committee of the Corporation. The Board, by resolution adopted by a majority of the number of directors in office, provided that a quorum is present, may also create one (1) or more other committees, each consisting of two (2) or more directors, may appoint directors as regular members or as alternate members to replace any absent members of any committee at any meeting thereof, to serve at the pleasure of the Board, and may delegate to any such committee any of the powers and authority of the Board, in the management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action which, under the California Nonprofit Public Benefit Corporation Law, also requires members' approval (such limitation of committee action shall apply whether or not the Corporation has members);
- (b) The fixing of the number of Directors who shall serve on the Board;
- (c) The filling of vacancies on the Board or in any committee;
- (d) The fixing of compensation of Directors for serving on the Board or any committee thereof;
- (e) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (f) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; or
- (g) The appointment of any other committees of the Board or the members of these committees.

Except to the extent provided by Section 5233 of the California Nonprofit Public Benefit Corporation Law, the approval of any self-dealing transaction, as such transactions are defined in said Section.

SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee; special meetings of committees may also be called by resolution of the Board; and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

SECTION 3. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act only in an advisory capacity to the Board and shall be clearly titled as "advisory" committees.

SECTION 4. PROCEDURES OF COMMITTEES

Each committee shall report to the Board when requested.

ARTICLE X

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President/Chief Executive Officer, one or more Vice Presidents, a Secretary, and a Treasurer/Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 3, Article IX, of these Bylaws. 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 President.

SECTION 2. ELECTION OF OFFICERS

The officers of the Corporation shall be chosen by the Board of Directors at its annual meeting.

SECTION 3. TERM OF OFFICERS

Each officer shall serve a one (1) year term and shall remain in office until a successor Officer has been elected, or until the existing Officer has been elected for another one (1) year term. Any Director shall be eligible for reelection without limitation on the number of terms he or she may serve.

SECTION 4. REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect upon receipt of the notice by the Corporation, unless the notice specifies a later time for the effectiveness of the resignation; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

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) President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(b) Vice President. In the absence or disability of the President, the Vice President, if any, 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. If there are more than one (1) Vice President, the Board of Directors shall select the Vice President to serve this role. A Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

(c) 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 of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors with the time and place of holding and whether regular or special.

(ii) Seal and Other Duties. The Secretary shall keep the seal of the Corporation in safe custody, if any. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(d) Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(i) Books and Records. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and other matters customarily included in financial statements. The books of account shall be open to inspection by a Director at all reasonable times; and

(ii) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer 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 of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and/or a Director, whenever they request it, an account of the financial condition of the Corporation and of all his or her transactions as Chief Financial Officer; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE XI

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either

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

SECTION 2. INSPECTION BY DIRECTOR(S)

A Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and all physical properties of the Corporation. 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.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of 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

New Bylaws may be adopted or these Bylaws may be amended or repealed by the action of the Board of Directors.

THIS IS TO CERTIFY:

That I am the duly-elected, qualified and acting Secretary of FRIENDS OF WILBUR, INC., A NONPROFIT CORPORATION; that the foregoing Restated and Amended Bylaws were adopted on _____, 2018, as the Bylaws of said Corporation by its Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand effective the date first above written.

JOANNA BAYER
Secretary