

Bylaws of the Friends of Albert Einstein Academies
A California Public Benefit Corporation
Effective Date: February 7, 2013
Effective Date: June 16, 2021
Effective Date: November 15, 2022

MISSION	2
MEMBERSHIP	2
MEETINGS	3
VOTING	5
BOARD OF DIRECTORS - GENERAL	6
BOARD OF DIRECTORS - DUTIES AND RESPONSIBILITIES	10
AGENTS/COMMITTEES	14
FISCAL YEAR	14
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	15
PROHIBITIONS	15
OFFICES	16
CORPORATE RECORDS, REPORTS AND SEAL	17
AMENDMENT OF CORPORATE DOCUMENTS	18

ARTICLE 1

MISSION

SECTION 1. Objectives and Purposes

This Association is an all-volunteer nonprofit organization, committed to supporting and inspiring all of the students who attend Albert Einstein Academies (“AEA”) Charter Schools. Our mission as members of Friends of AEA is to enhance our school’s capacity to provide the best possible education for our students through:

- 1) Focused support of enrichment programs within the school curriculum, as well as overall support for assemblies and field trips.
- 2) Athletic, academic, and cultural experiences for our entire student body that are both social and educational, and consistent with our International Baccalaureate (IB) curriculum.
- 3) Teacher and staff appreciation and support throughout the entire school year.
- 4) Meaningful family engagement with our teachers, staff, and school administrators that cultivates a positive environment in our multilingual and diverse community.
- 5) Special events which create lifelong memories.
- 6) Efforts to facilitate and promote communication between our families and with AEA.

SECTION 2. IRC Section 501 (C)(3) Purposes

This Association is organized to achieve multiple objectives, among them one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2

MEMBERSHIP

This Association consists of all parents and legal guardians of current students at, as well as the teachers and staff of, Albert Einstein Academies (AEA), public charter schools in San Diego, California.

ARTICLE 3

MEETINGS

SECTION 1. Regular Board Meetings

- 1) Regular public and open meetings of the Board of Directors shall be scheduled and held a minimum of 6 times during AEA's academic year, on days to be determined by the Board.
- 2) The Board of Directors will attempt to accommodate all Directors scheduling in an effort to allow a quorum to attend all meetings.
- 3) Proper notice shall be given to all relevant parties of any meeting of the Board of Directors and shall include the time, date, and location of the meeting.

SECTION 2. Annual Meeting for the Membership

- 1) The Association will hold an Annual Meeting of the Board of Directors and General Membership at or near the end of AEA's Fiscal Year.
- 2) This meeting shall be held at a time, date, and place as shall be specified by resolution of the Board.
- 3) Notice of the Annual Meeting shall be made known via the method commonly used to communicate to the membership at least five (5) days prior to the meeting. The notice shall state the time, date, and place of the meeting, and the general nature of the business proposed to be transacted at the meeting.
- 4) Objectives of the Annual Meeting shall include election of members of the Board of Directors and the transaction of other business as may properly be brought before the Board.

SECTION 3. Additional Meetings

- 1) Additional meetings of the Board of Directors may be called by two members of the Board.
- 2) The Board may separately call a General Membership meeting for specific issues.
- 3) The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present.
- 4) Any action required, or permitted to be taken, by the Board of Directors under any provision of law may be taken without a more formal meeting, if the majority of Members of the Board vote for such action. For the purposes of this Section only, Members of the Board shall not include any "interested Director" as defined in Section 5233 of the California Corporations

Code.

SECTION 4. Location

1) Meetings shall be held at the principal office of the Association (see below ARTICLE 10. SECTION 1.) unless otherwise provided by the Board or at any other place within the city of San Diego, which has been designated in the notice of the meeting.

2) Any meeting may be held by conference telephone, electronic video screen (virtual) communication, or other communications equipment.

- a) Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to hear one another.
- b) Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if both of the following apply: A) each Director participating in the meeting can communicate with all of the other Directors concurrently and B) each Director is provided the means of participating in all matters before the Board, including and without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

SECTION 5. Conduct of Meetings

1) Regular and annual meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President of the Association. In the absence of either of these persons, the Treasurer shall preside over the meeting.

2) Additional meetings of the Board of Directors may be presided over by any Director or combination of Directors, depending on the nature of business to be conducted at the meeting and/or the reason the meeting was called.

3) The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Director shall appoint another person to act as secretary of the meeting.

4) To the extent practicable, meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.

SECTION 6. Quorum for Meetings of the Board

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided in these Bylaws, in the Articles of Incorporation of this Association, or by law, no business shall be considered by the Board at any meeting at which a quorum, as

hereinafter defined, is not present.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required in these Bylaws, in the Articles of Incorporation of this Association, or by law.

SECTION 7. Majority Action as Board Action

Every act done or decision made by a majority of the Directors present at a meeting which is duly held at and which a quorum is present is the act of the Board of Directors.

ARTICLE 4

VOTING

SECTION 1. Class

- 1) The Association shall have one class of membership (“Voting Member”), which shall consist of parents and/or legal guardians of children currently enrolled at AEA as well as current teachers and staff at AEA .
- 2) Each Voting Member shall be entitled to vote on all matters for which a membership vote is required by law, the Articles of Incorporation of this Association, and the Bylaws of the Association, including election of Board members.
- 3) When authorized by the Board, members may vote through electronic transmissions or through electronic video screen communication. For all Voting Members participating through electronic transmission or through electronic video screen communication, the Board will implement measures to provide the members with a reasonable opportunity to participate and to vote on matters, including an opportunity to read or hear the proceedings of the meeting and keep records of the votes and actions taken at that meeting.

SECTION 2. Limitations

- 1) Voting for parents or legal guardians is limited to one vote by a parent or legal guardian for any child currently enrolled at AEA. If that child has a sibling also enrolled in AEA, that parent or legal guardian still holds only one vote total.
- 2) Each current teacher and staff member will be granted one vote. If they are also the parent or legal guardian of a child or children enrolled in AEA, they will still retain only one vote total.

3) No Voting Member may transfer or sell his or her membership or any right arising therefrom.

4) Members may not vote by proxy.

SECTION 3. Simple Majority

Matters requiring a membership vote will be passed by a simple majority of Voting Members who are present at any particular meeting and cast their ballots.

SECTION 4. Board of Directors Election

Director candidates shall be nominated by the Voting Membership (including members of the Board). Election will then be confirmed by a vote of the Voting Members at the Annual Meeting. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

ARTICLE 5

BOARD OF DIRECTORS - GENERAL

SECTION 1. Qualifications for Directors

Candidates for the Board of Directors shall:

1) Be of the age of majority in the State of California.

2) Be the parent or legal guardian of a student currently attending AEA, or a current teacher or staff member at AEA.

3) Be free of any direct or indirect conflict with the Association's expressed objectives and purposes as defined in ARTICLE 1, SECTIONS 1 and 2 of these Bylaws.

4) Maintain independence, objectivity, and confidentiality in all matters related to the Association.

5) Complete, sign, and submit a Board Member Agreement after election to the Board and prior to assuming the responsibilities of a Director.

6) Complete, sign, and submit a Board Conflict of Interest Policy after election to the Board and prior to assuming the responsibilities of a Director.

7) Review, sign, and submit a copy of the Bylaws of this Association after election to the Board and prior to assuming the responsibilities of a Director.

SECTION 2. Conflicts of Interest

1) The Board shall approve and adhere to a Conflict of Interest policy.

2) A conflict of interest is present whenever a Director has a financial interest or a potential financial interest in any proposed business brought before the Board. Directors shall not be in a position to receive, vote on, or influence decisions whereby he or she will receive any direct or indirect personal gain. Therefore, he or she shall refrain from voting on any proposed business brought before the Board if he or she has a conflict or potential conflict.

3) Board Directors must be free of any direct or indirect conflict of interest as defined above and further elaborated upon and outlined in the Board's Conflict of Interest Policy and in accordance with all relevant California law.

4) While each situation will be evaluated individually, it shall be the position of the Board that any teachers or staff members serving on the Board shall not vote on any matter where a financial benefit is being given directly from the Association to AEA. This shall include, but not be limited to, any direct financial benefit in the way of funding for salaries or any other direct benefit to any AEA teacher or staff, regardless of whether that directly benefits any Director.

SECTION 3. Summary of Board Positions

1) There will be four (4) Officer Director positions, including President, Secretary, Treasurer (Chief Financial Officer), and Vice President.

2) Board Members who are teachers or staff at AEA shall not themselves be appointed to any Officer Director position.

3) There will be five (5) Lead Director positions, including Events, Fundraising, Communications, Cultural and Community, and Room Parent Coordinator.

4) A person may only hold one Director position at a time.

SECTION 4. Minimum/Maximum Number of Directors

The Association shall have no more than nine and no less than three appointed members ("Directors") on its Board of Directors ("Board"). Filling the positions of Officer Directors (President, Secretary, Treasurer, and Vice President) is a priority over filling the positions of Lead Directors. In the event that there are only three Directors on the Board, those positions will be: President, Secretary, and Treasurer. Other than these three positions, all other Director positions may remain unfilled until the next scheduled election during the Annual Meeting (See

above ARTICLE 3. SECTION 2.) so long as the total number of Directors does not fall below three (3). In such an event, a special election will be held.

SECTION 5. Terms of Office

- 1) Each Director shall hold office for staggered, two-year terms.
- 2) Each Director shall remain in the position for no more than two terms (four years), until he or she resigns, is removed, is otherwise disqualified to serve, and until his or her successor shall be elected and qualified, whichever occurs first.
- 3) At the end of each Director's term, replacements will be nominated through parent nominations, confirmed by the Board, and then elected by a majority of the Voting Members.

SECTION 6. Appointment of Specific Positions on Board

- 1) Directors shall be appointed by the Board of Directors to specific positions on the Board at any time.
- 2) Teachers and staff members elected to the Board shall have the right to vote on the appointment of specific Directors of the Association.

SECTION 7. Resignation/Removal of Officers

- 1) Any Director may resign effective upon giving written notice to the President of the Board unless the notice specifies a later time for the effectiveness of such resignation.
- 2) A Director may be removed with cause if a majority of the Board of Directors determines that for sound reasons, the Director can no longer fulfill their fiduciary duties or is for some other reason unable to fulfill his or her duties on the Board.
- 3) The general Voting Membership (including Directors) can remove a Director without cause by vote at a General Meeting in which a quorum of the Board of Directors is present.

SECTION 8. Vacancy by Directors

- 1) Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director and (2) whenever the number of authorized Directors is increased by Board resolution.
- 2) Vacancies on the Board prior to the next Annual Meeting may be filled by approval of the Board or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this ARTICLE of these Bylaws, or (3) a sole remaining Director.

3) In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 9. Compensation

Directors shall serve without compensation. Directors may not be compensated for rendering services to the Association in any capacity.

SECTION 10. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 11. Indemnification

1) To the fullest extent permitted by law, this Association shall indemnify its directors, members, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, paying any such positions, 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 that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

2) On written request to the Board of Directors by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c) the Board of Directors shall promptly decide under Corporations Code section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code section 5238 (b) or section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

SECTION 12. Insurance

This Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, members, and other agents, in order to cover any liability asserted against or incurred by any Director, member, or agent acting in such capacity or arising from the Director's, member's, or agent's status as such.

ARTICLE 6

BOARD OF DIRECTORS - DUTIES AND RESPONSIBILITIES

SECTION 1. Overall

The Board of Directors as a whole shall:

- 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, and by these Bylaws.
- 2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all Directors and Members of the Association.
- 3) Supervise and assist all Directors and Members of the Association to assure that their duties are performed properly.
- 4) Meet at such times and places as required by these Bylaws.
- 5) Register their addresses with the Secretary of the Association. Notices of meetings mailed to them at such addresses shall be valid notices thereof.
- 6) Actively pursue fundraising on an ongoing basis, with the objective of raising operating and capital funds.
- 7) Conduct an Annual Meeting.
- 8) Ensure that the diversity of the communities served by AEA shall be reflected and honored in all the activities of the Association.
- 9) Create any Committee necessary to conduct the business of the Association as determined by the Board.
- 10) Subject to the provisions of California law and any limitations in the Articles of Incorporation of the Association and in these Bylaws relating to action required or permitted to be taken or approved by the Voting Members of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 2. President

The President shall:

- 1) Be the chief executive officer of the Association and shall, subject to the control of the Board,

oversee the affairs of the Association and coordinate the activities of the officers.

2) At a minimum, the President of the Association or his/her designee will review the accounts once a month with the Treasurer.

3) Perform (in general) all duties incident to the office of President (including executing contracts, checks, or other instruments in the name of the Association) and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 3. Secretary

The Secretary shall:

1) Certify and keep at the principal office of the Association, or at such other places as the Board may determine the original, or a copy of these Bylaws as amended or otherwise altered to date.

2) Keep at the principal office of the Association or at such other place as the Board may determine, a record of minutes of all meetings (closed and open) of the Directors, recording therein the time and place of holding, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof.

3) Perform (in general) all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 4. Treasurer

The Treasurer shall:

1) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

2) Disburse, or cause to be disbursed, all debts owed by the Association.

3) Keep and maintain the Association's financial records and produce those records to the President and Board of Directors whenever requested.

4) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

5) Perform (in general) all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 5. Vice President

The Vice President shall:

- 1) Work closely with the President and other Directors to help maintain operations' oversight, efficiency and effectiveness.
- 2) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President 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 on the President.
- 3) Be primarily responsible for coordinating FoAEA efforts encouraging and fostering meaningful family engagement at AEA.
- 4) Perform (in general) all duties incident to the office of Vice President and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 6. Events Lead

The Events Lead shall:

- 1) Be primarily responsible for coordinating the execution of all FoAEA events.
- 2) Perform (in general) all duties incident to the office of Events Lead and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 7. Fundraising Lead

The Fundraising Lead shall:

- 1) Be primarily responsible for coordinating the execution of all FoAEA fundraising.
- 2) Perform (in general) all duties incident to the office of Fundraising Lead and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 8. Communications Lead

The Communications Lead shall:

- 1) Be primarily responsible for effectively communicating the Association's goals, efforts, activities, responsibilities, and requests to the Albert Einstein Academies (AEA) community.
- 2) Coordinate and/or manage all of the platforms the organization uses to communicate with third parties (FoAEA Website, Social Media, etc.).
- 3) Perform (in general) all duties incident to the office of Communications Lead and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 9: Cultural and Community Lead

The Cultural and Community Lead shall:

- 1) Be primarily responsible for emphasizing for and to members of the Association the multilingual and diverse nature of our AEA community.
- 2) Support efforts toward encouraging use of the German language and events celebrating German culture, especially given the nature of the immersion program at the Elementary School.
- 3) Ensure that members of the Association support all members of our AEA community.
- 4) Provide assistance to other Directors (including Communication and Events Leads) in their areas of responsibility, emphasizing inclusion and accessibility.
- 5) Perform (in general) all duties incident to the office of Cultural and Community Lead and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

SECTION 10: Room Parent Coordinator Lead (Elementary School)

The Room Parent Coordinator Lead shall:

- 1) Be primarily responsible for recruiting volunteers to support grade level initiatives.
- 2) Assist with FoAEA efforts encouraging and fostering meaningful family engagement at AEA.

3) Perform (in general) all duties incident to the office of Room Parent Coordinator Lead and such other duties as may be required by law, by the Articles of Incorporation of this Association, by these Bylaws, or which may be prescribed, assigned, or authorized from time to time by the Board.

ARTICLE 7

AGENTS/COMMITTEES

- 1) The Board may appoint such other Agents as it may deem necessary. Such agents shall have such authority and perform such duties as may be prescribed from time to time by the Board.
- 2) The Board shall appoint Committees as may from time to time may be necessary and be designated by a resolution of the Board of Directors.
- 3) Any Committee created by the Board must further the objectives and purposes outlined in the Mission of the Association.
- 4) Meetings and action of Committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee.
- 5) The time for special meetings of Committees may also be fixed by the Board of Directors.
- 6) The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8

FISCAL YEAR

SECTION 1. Fiscal Year of the Association

The fiscal year of the Association shall begin on July 1st and end on June 30th of each year.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or member shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer.

SECTION 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

ARTICLE 10

PROHIBITIONS

SECTION 1. Prohibition against sharing corporate profits and assets

1) No member, Director, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

2) No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association.

3) All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

SECTION 2: Prohibition against misuse of FoAEA name or likeness

No individual whether member of the Association or otherwise shall be allowed to advertise, use the name of, or refer to the Association through any platforms without prior Board approval and consent.

ARTICLE 11

OFFICES

SECTION 1. Principal Office

The principal office of the Friends of Albert Einstein Academies (“Association”) for the transaction of its business is located at 3035 Ash Street in the City and County of San Diego, State of California.

SECTION 2. Change of Address

The county of the Association's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors (“Board”) may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 3. Other Offices

The Association may also have offices at such other places, within or outside of the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE 12

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of Corporate Records

The Association shall keep at its principal office in the State of California:

- 1) Minutes of all meetings of Directors, Committees of the Board and, if this Association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- 3) A record of its members indicating their names and contact information, updated yearly.
- 4) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

SECTION 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Directors' Inspection Rights

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 Association.

SECTION 4. Members' Inspection Rights

Each Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- 1) To inspect and copy the record of all members' names, contact information, voting rights at reasonable times, upon five (5) business days' prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested.
- 2) To obtain from the Secretary of the Association, upon written demand and payment of a reasonable charge, an alphabetized list of the names, contact information and voting rights of

those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

3) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or Committees of the Board, upon written demand on the Association by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. Right to Copy and Make Extracts

Any inspection under the provisions of this ARTICLE may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 13

AMENDMENT OF CORPORATE DOCUMENTS

SECTION 1. Amendment of Bylaws

1) Subject to any provision of law applicable to the amendment of Bylaws of a public benefit nonprofit corporation, these Bylaws, individually or collectively, may be altered, amended, or repealed and new Bylaws adopted through the same Membership election process such as undertaken to confirm candidacy for the Board of Directors.

2) The Bylaws shall be reviewed and amended, if necessary, every three years.

SECTION 2. Amendment of Articles of Incorporation

Amendment of the Articles of Incorporation may be adopted by the approval first of the Board of Directors and then by the approval of the Voting Members of this Association.

SECTION 3. Certain Amendments

Notwithstanding the above sections of this ARTICLE, this Association shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Association, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Association has filed a "Statement by a Domestic Non-Profit Association" pursuant to Section 6210 of the California Corporations Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Friends of Albert Einstein Academies, a California nonprofit public benefit corporation; that these Bylaws, consisting of nineteen (19) pages, are the Bylaws of this Association as adopted by the Board of Directors and the Voting Members on November 15, 2022; and that these Bylaws have not been amended or modified since that date.

Executed on November 15, 2022 at San Diego, California.

Victoria Hamelin, Secretary