

AMENDED AND RESTATED BYLAWS

of

TOPANGA ENRICHMENT PROGRAMS, INC. A Nonprofit Corporation

These Amended and Restated Bylaws (“the Bylaws”) of Topanga Enrichment Programs, Inc., a nonprofit Corporation (“TEP”) have been approved by the Board of Directors of TEP (the “Board”) as of April __, 2014.

RECITALS

WHEREAS, TEP serves to enrich the lives of the students at Topanga Canyon Elementary School located in Topanga Canyon, California (the “School”);

WHEREAS, the Board was united in its desire to provide a very clear and simple set of Bylaws for the parents, students, teachers, staff and the public with respect to the School;

WHEREAS, prior to the date hereof, TEP was governed by certain bylaws enacted as of June 21, 2011 (the “First Previous Bylaws”);

WHEREAS, prior to the First Previous Bylaws, TEP was governed by certain bylaws enacted as of _____, 198_ (the “Second Previous Bylaws”);

WHEREAS, TEP desires to amend and restate the First Previous Bylaws and the Second Previous Bylaws;

WHEREAS, the Board took great care to ensure that these Bylaws respected the Second Previous Bylaws established by TEP’s founders in the early 1980’s as it was their incredible foresight that put in motion decades of local involvement in the School.

NOW, THEREFORE, the First Previous Bylaws are hereby amended, restated and superseded in its entirety to reflect the following resolution of the Board:

%L Section 1
%L Name

A. The name of this corporation shall be TOPANGA ENRICHMENT PROGRAMS, a Nonprofit Corporation.

%L Section 2
%L Purposes and Restrictions

- A.** The purposes and objectives of the corporation shall be those stated in its Articles of Incorporation.
- B.** The business and activities of the corporation shall be subject to all requirements and restrictions set forth in the Articles of Incorporation. In addition to such requirements and restrictions, the following requirements and restrictions shall apply to all enrichment programs or courses of study designed, funded and/or operated by the corporation.
 - 1.** All such enrichment programs or courses of study, and each of them, shall be made available on an equal basis to every student enrolled in Topanga Elementary School in the grade or grades for which such program or course of study is designed.
 - 2.** No such program or course of study shall discriminate on the basis of race, religion or nation of origin among students of the School.
 - 3.** No such program or course of study shall reflect the religious, social or political beliefs or doctrines of any outside institution, sect or demonization, party or organization.
 - 4.** The content and curriculum of all such programs or courses of study, and each of them, shall be subject to the approval of the Principal of the School.
 - 5.** Nothing in this Section shall preclude the exclusion of a student from any or all such programs or courses of study if such exclusion is based solely upon disciplinary considerations.
- C.** This section shall not be subject to amendment, except that an amendment of the Articles of Incorporation shall be construed as an amendment of Paragraph A and the first sentence of Paragraph B.

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Section 3
Administration

- A.** Board of Directors: The affairs of the corporation shall be administered by the Board, consisting of not less than five (5) and no more than eleven (11) directors (each a “Director”), who shall be elected annually by the members pursuant to the provisions of these Bylaws. The exact number of Directors shall be set by the members and may be changed by the number of additional Directors to be elected at the first meeting of members.
- B.** Committees: There may be such additional boards or committees as the Board may from time to time appoint, to perform such duties and exercise such powers as the Board may direct, except that no action which must, according to law or these Bylaws, be taken by the Board, can be delegated to any committee unless such committee is comprised solely of Directors appointed thereto by the Board. However, the Board may appoint committees

including persons who are not Directors to investigate, advise and recommend concerning program development and implementation and/or fund raising or to administer and operate programs and activities of the corporation under the direction of the Board.

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Section 4
Membership

- A.** The corporation shall have two (2) classes of members designated as follows: members and honorary members.
- B.** Eligibility for Member: Any person is eligible to be a member of the corporation who:
- 1.** Is the parent or guardian of one or more children enrolled in the School or a member of the faculty or staff of the School and
 - 2.** Has made a contribution of not less than one dollar (\$1.00) to the corporation.
- C.** Each eligible person who wishes to be a member of the corporation shall give his or her name, address, email address, and telephone number to the Secretary of the corporation or to such other person as the Board may direct. The Secretary shall keep a membership list in writing showing the name, address, email address and telephone number of each member. This membership list shall be available for the inspection of members as provided by law.
- D.** There shall be no additional dues, fees or assessments of members except as they may be solicited for donations from time to time.
- E.** Membership is for the school year in which the donation is made and expires October 1 of the succeeding school year or when a member ceases to meet the eligibility requirements of Paragraph B.1 of this Section.
- F.** No member of the corporation shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the corporation.
- G.** Honorary Members: Individuals designated by the Board shall, by reason of such designation, become honorary members. Honorary Members shall not have voting rights nor shall an Honorary Member be eligible to be a Director or Officer.

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Section 5
Meetings of Members

- A.** Regular and Special Meetings:
- 1.** Annual Meeting: There shall be an annual meeting (the “Annual Meeting”) of members on a date to be set by the Board no earlier than May 1 and no later than the

last day of classes at the School, for the purpose of electing directors and for transacting such other business as may come before the meeting.

2. Fall Meeting: There shall be a meeting of members as early in the Fall semester as is practicable, on a date to be set by the Board but in no event later than Thanksgiving, for the purpose of informing members about the activities of the corporation and eliciting members' participation and for transacting such business as may come before the meeting.
3. Special Meetings: A special meeting of members may be called at any time by the Board, the President or any ten (10) members for any lawful purpose, but the scope of a special meeting is limited to matters the general nature of which is stated in the notice of the meeting.

When a special meeting is called by members pursuant to this Section, the Secretary of the corporation shall, within ten (10) days of any such request, set a date for such meeting which shall be no less than thirty (30) and no more than ninety (90) days from the date such request is made.

B. Notice, Quorum, Voting, Place of Meeting

1. Notice of Meetings: Notice of meeting of members shall be given by the Secretary in writing, either personally or by email at least ten (10) days before the date of the meeting or by first class mail at least fifteen (15) days before the date of the meeting. Such notice shall be given to each person who is a member of record thirty (30) days before the date for the meeting and shall state the date, time and place of the meeting and the general nature of the business to be transacted. Regularly occurring meetings (e.g. monthly meeting, working meetings) of the Board may be posted in the School Offices at least 10 days prior to the date of the meeting and shall be deemed to have satisfied the Notice of Meetings requirements.
2. Waiver of Notice: Any member may elect, in writing, to waive his right to receive notice as provided in the preceding paragraph. As to any member who has signed such a waiver, notice will be deemed sufficient if the information required to be contained therein is set forth in a bulletin, newsletter or other communication distributed through the students of the School and posted on the bulletin board at the entrance to the School or, in the case of faculty members, placed in the faculty boxes in the School office, at least ten (10) days before the date of the meeting. Any such waiver shall remain in force until revoked by the member.
3. Date of Record: The date of record for determining who is a member entitled to receive notice and to vote at any meeting shall be (30) days prior to the date set for the meeting.

4. Quorum: A quorum for the transaction of business at a meeting of members shall be 10% of the members entitled to vote at that meeting except for the Annual Meeting wherein a quorum shall be a number equal to the total number of Director seats available for election, i.e., between 5 and 11.
5. Action by Members: Except as otherwise provided by law or by these Bylaws, the decision of a majority of members present and voting at a duly held meeting at which a quorum is present is the decision of the membership. At any meeting at which a quorum was initially present, business may continue to be transacted after the loss of a quorum, provided that any action taken is approved by at least a majority of the number which constitutes the quorum.
6. Place of Meetings: All meetings of members shall take place at the School.
7. Open Meetings: All meetings of members shall be open to any parent, faculty member or other interested person, but only members are entitled to receive notice and vote.

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Section 6
Nomination of Directors

- A. At least thirty (30) days prior to the date of the Annual Meeting, the Board shall appoint a nominating committee.
- B. The nominating committee shall designate candidates for Director, numbering at least as many candidates as there are positions to be filled. The nominating committee shall use its best efforts to select candidates who have particular skills, abilities or expertise needed by the corporation and/or who have demonstrated a willingness to contribute time and effort on behalf of the corporation.
- C. The nominating committee shall post the list of candidates in a public place at the School no later than ten (10) days before the date of the Annual Meeting. The list may include a brief statement of the qualifications of each candidate. Subsequently, any member who so desires may nominate additional candidates by writing the name(s) on the posted list along with a brief statement of the candidate's qualifications if so desired.
- D. At the Annual Meeting, an opportunity shall be provided for additional nominations from the floor, and each candidate shall be afforded the opportunity to make a brief statement to solicit support for his candidacy.
- E. Voting for the Board shall take place at School, on the Friday following the Annual Meeting.
- F. The time and date of such vote shall be posted in a public place ten (10) days before the Vote.

- G.** Votes will be cast by ballot, with each member's name being crossed off a single master roster, and the ballots being collected in a single ballot box. Votes shall be collected by a parent volunteer, or office staff, who is neither serving on the Board, or nominated to serve on the Board.
- H.** Ballots will have a space for a write-in candidate.
- I.** Ballots can be distributed before the time to vote, but a completed ballot must be delivered by the member who is voting.
- J.** Ballots will be accepted from 7:30am until 4:00pm.

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Section 7
Election of Directors

- A.** Except for the initial Directors, Directors shall be elected by the members at the Annual Meeting for a one (1) year term commencing July 1 following the Annual Meeting.
- B.** Any member of the corporation may be a Director.
- C.** In voting for Directors, each member shall cast as many votes as there are Directors to be elected. Each member may cast one vote per candidate. In the event that there are more candidates for Director than there are Directors to be elected, voting shall be by written ballot, by such procedures as the Board may direct. The candidates receiving the highest number of votes, up to the number to be elected, shall be those elected.
- D.** Directors of the corporation shall serve without compensation.

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Section 8
Powers of Directors

- A.** General Powers: The Board shall have the management of the corporation and, subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, may exercise all of the powers of the corporation.
- B.** Specific Powers: Without prejudice to such general powers, the Directors shall have the following specific powers:
 - 1.** To determine the means by which the corporation will raise funds to conduct its programs and to appoint persons and/or committees to carry out such fund raising activities.
 - 2.** To plan and implement specific educational enrichment programs for the students of the School and to enter into contracts with individuals or organizations for the provision of educational services or materials and to fix the terms and conditions of such contracts.

- 3.** To designate individuals or appoint committees to administer particular educational enrichment programs.
- 4.** To appoint and remove officers, to prescribe and assign their duties.
- 5.** To make and change such rules and regulations for the conduct of the business of the corporation as are not inconsistent with these Bylaws.

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Section 9
Meetings of Directors

- A.** Calls of Meetings: Meetings of the Board shall be called from time to time whenever necessary or desirable for the transaction of the business of the corporation. A meeting of the Board may be called by the President, any Vice President, the Secretary or any two (2) Directors.
- B.** Place of Meetings: Meetings of the Board shall take place at such location in Topanga as is stated in the notice of the meeting.
- C.** Notice: A notice stating the time, date and place of the meeting and the general nature of the business to be transacted therein shall be given to each Director in person, by email or by telephone at least 48 hours prior to the time of the meeting or by first class mail at least four (4) days prior to the date of the meeting.
- D.** Waiver of Notice: Notice of any meeting of Directors may be waived by any Director prior to or subsequent to the time of the meeting. Attendance at any meeting shall constitute waiver of notice.
- E.** Quorum: A majority of the authorized number of Directors shall constitute a quorum.
- F.** Transaction of Business: Except as otherwise provided, the act or decision of a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board. At any meeting at which a quorum is initially present, business may continue to be transacted notwithstanding the loss of a quorum, if any action taken is approved by at least a majority of the number of Directors constituting a quorum (or such greater number as may be required by law or by these Bylaws).
- G.** Action without a Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as the unanimous vote of the Directors.

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Section 10
Resignation and Vacancies

- A.** Resignation: A Director may resign at any time by submitting his written resignation to the President or the Secretary of the corporation.
- B.** Declaration of Vacancy: If a Director becomes ineligible for membership in the corporation during his term as Director, the Board shall declare a vacancy on the Board.

Filling Vacancies: Should a vacancy occur on the Board, the remaining Directors shall appoint a member of the corporation to fill the vacancy for the unexpired term, prior to the

next scheduled meeting of members, the members shall at that meeting, elect a Director to serve for the unexpired term.

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Section 11
Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such additional officers as the Board may from time to time designate. All officers shall be appointed by the Board for one year terms (except that the initial officers shall serve until new officers are appointed by the Directors elected at the first Annual Meeting). Officers may be appointed for successive terms. No Officer shall serve in the same capacity for more than two (2) consecutive terms.

- A. President:** The President shall be the chief executive officer of the corporation. He shall preside over all meetings of the members and of the Board and shall have such other powers and perform such other duties as are stated elsewhere in these Bylaws or as the Board may direct. The President shall be elected from, and be a member of, the Board.
- B. Vice Presidents:** The Vice President shall preside over meetings of the membership and of the Board in the absence of the President and shall perform such additional duties as the Board may from time to time direct. He shall be elected from, and be a member of the Board.
- C. Secretary:** The Secretary shall keep a record of all proceedings of the Board and of all meetings of members. He shall keep a corporate book containing copies of the Articles of Incorporation, these Bylaws and any amendments thereto and any rules and regulations issued thereunder. He shall maintain and keep up to date the membership list. He shall serve all notices required by law or by these Bylaws. The Secretary may, but need not be, a member of the Board, but in any event shall attend all meetings of the Board.
- D. Treasurer:** The Treasurer shall keep the financial books and the records of the corporation, which shall show all receipts and disbursements, the amount of cash on hand, the amount of money owed by the corporation or owing to it and all other financial records required by law or by the Board. The Treasurer shall prepare such reports and statements as may be required by law or by the Board and shall disseminate such reports and statements as directed by the Board. The Treasurer shall count, collect, deposit all funds donated to TEP, is responsible for disbursement of funds and coordination of any petty cash supply for events. The Treasurer shall be the primary liaison between TEP and any bookkeeper or accountant working on behalf of TEP.

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Section 12
Liability of Officers and Directors

- A.** No Director or officer of the corporation shall be personally or otherwise liable for the debts, liabilities and/or obligations of the corporation.

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Section 13
Records and Accounts

- A.** The corporation shall keep adequate and correct written records of accounts and of minutes of the proceedings of its members and the Board. The corporation shall also keep a record of the names, telephone numbers and addresses of its members.

%L Section 14
Principle Office

- A.** The principle office of the corporation shall be established by the Board at a place in Topanga, Los Angeles County, California.

%L Section 15
Fiscal Year

- A.** The fiscal year of the corporation shall run from July 1 through June 30.

%L Section 16
Donations

- A.** 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 decided from time to time by the Board.

%L Section 17
Checks, Drafts and Notes

- A.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by such officers as shall be determined by the Board.

%L Section 18
Amendment of Bylaws

- A.** Except as otherwise provided, these Bylaws may be amended by the Board, except that no provision of these Bylaws granting a right or privilege to members of the corporation may be amended except by a vote of the members.

Dated: April __, 2014

Signed by: Mariam Mack
Secretary, Topanga Enrichment Programs, Inc.