

- A. Removal of a director without cause;
- C. Amending the Articles of Incorporation; and
- D. An election to voluntarily windup and dissolve the corporation.

ARTICLE VIII MEMBER SCHOOLS

SECTION 8.1. MEMBER SCHOOLS.

The Corporation recognizes Member Schools for the purpose of membership entry control and Member School level participation in Corporation activities. The requirements and benefits for Member Schools shall be established by the Board, from time to time.

SECTION 8.2. VOTING RIGHTS.

Member schools are organizations. Member schools have no voting rights or any other rights conferred upon individual members.

ARTICLE IX BOARD OF DIRECTORS

SECTION 9.1. POWERS OF THE BOARD OF DIRECTORS.

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitation in the Articles of Incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors ("Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company, committee, or task force however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 9.2. COMPOSITION OF THE BOARD OF DIRECTORS.

The Board shall consist of no less than 7 persons and no more than 12 persons. Any Certified or Alumni member of the Corporation in good standing is eligible and qualified for election to the Board.

SECTION 9.3. TERM OF OFFICE.

The term of office for directors shall be three years or until their successors are elected and qualified, so arranged that approximately one third of the directors shall be eligible for re-election each year on a rotating basis.

SECTION 9.4. NOMINATION AND ELECTION OF DIRECTORS.

Members of the Board shall be elected by the General Membership of the Corporation who vote in an annual ballot. Any qualified member desirous of serving on the Board shall submit a nomination form to the CEO, which shall constitute nomination for candidacy. Upon receipt of candidate information, the Chief Executive Officer shall cause to be published a summary of personal information received,

accompanied by a ballot containing all official candidates' names, without duplication of names. The General Membership shall receive the subject ballot or have access to vote electronically by which the members may indicate their choices for the Board commensurate with the openings available in any given election year. The ballot shall clearly state the number of Board of Directors openings to be filled in the current election. A plurality of votes received, in descending order, shall indicate a choice for the Board. In the event that different lengths of terms are to be filled, in any election process, the highest plurality of votes shall elect the longest term and so forth in descending order.

SECTION 9.5. EMPLOYEES NOT QUALIFIED TO SERVE AS A DIRECTOR.

A member who is otherwise qualified to run for the Board may not serve on the Board if the member continues as an employee of the Corporation. Any member who is an employee of the Corporation must take a leave of absence from his/her position as an employee before being installed as Board member; provided, however, this provision shall not require Board members who are already serving as duly elected board members at the time these bylaws become effective to take a leave of absence as employees for the duration of their elected term.

SECTION 9.6. VACANCIES.

A vacancy on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) whenever the number of authorized directors is increased.

SECTION 9.7. FILLING VACANCIES.

In the event of a vacancy due to the death, disability, resignation or another cause affecting a member of the Board, a new member of the Board may be appointed by a majority vote of the remaining Board of Directors.

SECTION 9.8. TERM OF OFFICE OF REPLACEMENT APPOINTED UPON VACANCY.

In the case of vacancy for any cause, the person appointed/elected to fill such vacancy shall serve on the Board for the unexpired portion of such term and if such unexpired portion shall amount to one calendar year or more, such person may serve no more than two subsequent, successive years, unless elected by the membership.

SECTION 9.9. REMOVAL OF DIRECTOR.

The Board may, by resolution, declare vacant the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

SECTION 9.10. REGULAR MEETINGS.

The Board of Directors shall meet as many times as necessary within the course of the year in order to conduct the business of the Corporation. Special meetings shall be held whenever called by the Chairperson or requested by a majority of the directors. Directors may participate in a Board meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such a meeting can communicate concurrently with all other directors on the telephone conference call. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

The **Annual Board of Directors Meeting** shall be held at such time and place as the Board directs no later than the end of the fiscal year, for the purpose of electing officers and inducting new directors. The meeting shall be presided over by the incumbent Chairperson. All new incoming Board members plus those continuing terms of office into the next year shall attend.

SECTION 9.11. NOTICE OF MEETINGS

Notice of meetings shall be made in a manner reasonably calculated to give notice to each member of the Board of Directors and may be held no less than 10 days after notice is given in writing and no less than 48 hours if notice is delivered personally, telephonically or telegraphically. Written notice may be in the form of mail or email. The Notice shall include the day, hour and place of meeting. The purpose of the meeting need not be specified.

SECTION 9.12. QUORUM AND ACTION OF THE BOARD

Three-quarters of the entire Board shall constitute a quorum. No business shall be conducted unless a quorum is present. The vote of the majority of those directors present shall constitute an act of the Board, unless the Articles of Incorporation, bylaws of the Corporation or the provisions of the California Nonprofit Public Benefit Corporation Law require a different percentage for action approval. For any action involving a transaction involving a director with direct or indirect financial interests in the transaction, a vote of three-quarters of the entire Board, with the interested director abstaining, shall be required.

SECTION 9.12. WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS.

Any transaction of any meeting of the Board, however called, noticed or wherever held, are as valid as though the meeting was duly called and noticed, provided a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

SECTION 9.13. ACTION BY UNANIMOUS CONSENT WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually and collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 9.14. VOTING BY MAIL OR EMAIL.

The Board of Directors may not vote by mail or electronically.

SECTION 9.15. COMPENSATION.

No director shall be compensated for his/her service as a director, but each director shall be entitled to receive, for attendance at each meeting of the Board or of any duly constituted Board Committee thereof which he/she attends, such expenses as may be determined reasonable by the Board.

SECTION 9.16. NON-LIABILITY OF DIRECTORS.

The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation, provided, however, that this non-liability provision does not extend to negligent actions committed by specific directors which are not specifically covered by insurance.