

AMENDED AND RESTATED BYLAWS OF THE RIVER SCHOOL FOUNDATION

The River School Foundation is a Nonprofit Public Benefit Corporation formed for the specific purpose of promoting and financially supporting the River School, a California public school of the Napa Valley Unified School District (“NVUSD” or “District”). While the River School Foundation is the registered nonprofit entity, River School is the focal point and sole reason for the existence of The River School Foundation. The River School Foundation is independent of the River School and the District and will at times conduct its affairs accordingly.

ARTICLE 1 - OFFICES

Section 1.1. PRINCIPAL OFFICE. The principal office of the River School Foundation, for its transaction of business, is located at 4064 Heather Lane, Napa, California 94558 in the County of Napa, State of California.

Section 1.2. CHANGE OF ADDRESS. The Board of Directors of the corporation (“Board of Directors” or “Board”) is hereby granted full power and authority to change the principal office of the River School Foundation from one location to another. Any such change will be noted by the Secretary in these Bylaws but will not be considered an amendment of these Bylaws.

ARTICLE 2 - MEMBERS

Section 2.1. CORPORATION WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

Section 2.2. EFFECT OF CORPORATION WITHOUT MEMBERS. Any action that would otherwise require formal action by members or a majority of all members under the California Nonprofit Public Benefit Corporation Law will require only approval of the Board or a majority of the Directors. All rights which would otherwise vest in members under the California Nonprofit Public Benefit Corporation Law will vest in the Board.

ARTICLE 3 - BOARD OF DIRECTORS

Section 3.1. NUMBER OF DIRECTORS. The authorized number of Directors will be no fewer than 7 and no more than 15, with the exact number of directors to be set time-to-time by resolution of the Board. No reduction of the authorized number of Directors will have the effect of removing any Director prior to the expiration of such Director’s term of office.

Section 3.2. RESTRICTIONS ON INTERESTED PERSONS AS DIRECTORS. No more than 49% of acting Directors may be interested persons. An interested person is (a) any

person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) 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. However, any violation of this paragraph will not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.3. TERM OF OFFICE. Directors will be appointed in June of each year for a term beginning on July 1st of the year of the Director's appointment and expiring on June 30th of the third calendar year following the Director's appointment. Appointments will be staggered with the goal of ensuring that no more than half of the Directors will be up for appointment in any given year.

Section 3.4. NOMINATION AND APPOINTMENT OF DIRECTORS. During a regular board meeting prior to nomination of new Directors, the Board will set forth criteria for Board nominees and will identify need areas for the Board in terms of desirable skills, backgrounds, community involvement or realms of expertise. The Board may appoint a Nomination Committee to recruit, find, consider candidates to nominate to the full Board who possess those skills or backgrounds identified for any open board position(s). Candidates for Board positions may be presented to the Board by the Nomination Committee and any member of the Board may nominate any candidate for Board appointment. Board members will be appointed by a majority vote of the Board, and Directors may be re-appointed upon the expiration of their terms by a majority vote of the Board.

Section 3.5. REMOVAL OF DIRECTORS. Any Director may be removed by the majority of Directors then in office at any regular or special meeting of the Board for good cause as may be determined by the Board majority, in its sole discretion.

Section 3.6. RESIGNATION OF DIRECTORS. A Director may resign at any time by giving written notice to the Board. Any resignation will take effect on the date of receipt for that notice, unless a later effective date is specified in the notice. The acceptance of the resignation by the Board will not be necessary to make it effective, unless otherwise specified in the notice.

Section 3.7. BOARD VACANCIES. A vacancy on the Board will be deemed to exist in the case of the death, resignation, or removal of any director, in the event the authorized number of directors is increased, or in the event the Board fails at any time to appoint the full number of authorized directors. Board vacancies will be filled by a majority vote of the remaining Directors or by a sole remaining Director. The replacement Director who fills a vacancy will take office when the vacancy becomes effective. The term of any replacement Director who fills a vacancy will be the unexpired portion of the term of the vacated Director.

Section 3.8. COMPENSATION. Directors will serve without compensation. All

Directors will be provided reasonable advancement or reimbursement of expenses incurred in the performance of supporting duties.

Section 3.9. POWER. Subject to the limitations of these Bylaws, of the Articles of Incorporation, and of the California Nonprofit Corporation Law, all corporate powers will be exercised by or under the authority of the Board, and the business and affairs of the corporation will be controlled by the Board. Without limiting the foregoing, the Board will have the power to select and remove any and all officers, agents and employees of the corporation and to prescribe such powers and duties for them as may not be inconsistent with the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

ARTICLE 4 – MEETINGS OF THE BOARD; BOARD ACTIONS

Section 4.1. CALL OF MEETINGS. Meetings of the Board may be called by the Board President, by any two directors or by one of the Board officers as set forth below.

Section 4.2. REGULAR MEETINGS OF THE BOARD. Regular meetings of the Board will be held at such dates, times and locations as the Board will fix from time to time. Such regular meetings fixed by the Board may be held without formal notice, provided the time and place of the meetings are fixed by board action.

Section 4.3. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board for any purpose may be called at any time by the President, the Vice President, the Secretary or any two directors.

Section 4.4. NOTICE OF SPECIAL MEETINGS. Special meetings of the board will be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including notice by the corporation via voice messaging system or electronic transmission, so long as the recipient has provided an unrevoked consent to the use of those means of transmission for communications, electronic transmissions include communications such as facsimile or email delivered in compliance with the requirements of Section 20 of the California Corporations Code. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal office of the corporation. Whenever any Director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given will be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Director as required by the California Nonprofit Corporation Law and these Bylaws.

Section 4.5. QUORUM. A majority of the Board of Directors will constitute a quorum for the transaction of business, except to adjourn, at any meeting of the corporation. Every act or decision done or made by a majority of the Directors present where a quorum has been established will be regarded as 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 that meeting.

Section 4.6. CONDUCT OF MEETINGS. The President, or in the President's absence, the Vice President, will preside over meetings of the Board. Directors may participate in a meeting through use of conference telephone or any other audiovisual two-way transmission permitted under the California Nonprofit Corporations Law. Participation in a Board meeting through use of conference telephone or similar communications equipment constitutes presence in person at that Board meeting so long as all Directors participating in such meeting can hear one another. When any Director participates in a meeting through use of a conference telephone or similar communications equipment, the vote of all participating Directors must be specifically recorded in the meeting minutes indicating how each Director voted.

Section 4.7. ADJOURNMENT TO ANOTHER TIME AND PLACE. A majority of Directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case, notice of said time and place in the manner specified in this Article to the Directors who were not present at the time of adjournment.

Section 4.8. ACTION WITHOUT MEETING. Any Board action required or permitted to be taken may be taken without a meeting if all Directors individually or collectively consent in writing to that action. The written consent or consents will be filed with the minutes of the proceedings of the Board. For purposes of this subsection only, "all Directors" does not include an "interested director" as defined in Section 5233 of the California Nonprofit Corporations Law.

ARTICLE 5 - OFFICERS

Section 5.1.1. NUMBER AND TITLE. The Officers of the Board will be comprised of at least one President, one Vice President, one Secretary, and one Treasurer. The Board may appoint such other officers from time to time as the Board majority deems useful.

Section 5.1.2. PRESIDENT. The President will preside over and conduct all meetings of the Board. The President is responsible for holding committees accountable to tasks and timelines. The President serves as the spokesperson for the corporation. No other Board member may speak for the Foundation unless designated to do so by the President or by Board decision. The President is a de facto member of all committees and may chair any such committee with Board approval. The President will be one of the signatures sufficient to validate checks, grant applications, and official documents of the corporation (e.g., contracts, agreements, MOUs).

Section 5.1.3. VICE PRESIDENT. At any meeting, the Vice President of the Board will assume all duties of the President in the absence of the President.

Section 5.1.4. SECRETARY. The Secretary of the Board is responsible for keeping meeting minutes and fulfilling all other required recordkeeping responsibilities of the Board. The Secretary is also responsible for overseeing committees in the proper record keeping of their

activities.

Section 5.1.5. TREASURER. The Treasurer of the Board is responsible for making financial reports to the Board. The Treasurer provides oversight of the financial practices of the corporation .

Section 5.1.6. OFFICER TERMS The officers will be appointed by majority vote of the Board and serve for a term of 1 year. Officers may be re-appointed without limit.

ARTICLE 6 - COMMITTEES

Section 6.1. CREATION OF COMMITTEES. The Board may create committees as needed by majority vote and, with the exception of the Finance Committee, will appoint all committee chairs. Committees will keep their own meeting minutes in a form and format specified by the Board Secretary and will within a reasonable time after any committee meeting deliver any meeting minutes to the Board Secretary.

Section 6.2. NOMINATION COMMITTEE. The Board will create a standing Nomination Committee consisting of three or more Directors. The Board will select the Nomination Committee members annually by majority vote. The Nominating Committee will recommend to the Board candidates to serve as members of the Board upon any expiration of a sitting Director's term, according to the criteria and need identified by formal action of the Board.

Section 6.3. FINANCE COMMITTEE. The Board will create a standing Finance Committee consisting of three or more Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan and annual budget. The Treasurer is Chair of the Finance Committee.

ARTICLE 7 - RECORDS AND REPORTS

Section 7.1. MAINTENANCE OF CORPORATE RECORDS. The corporation will keep adequate and correct books and records of account. The corporation will also keep minutes in written form of the proceedings of its Board of Directors and committees of the Board.

Section 7.2. INSPECTION OF RECORDS. The Articles, Bylaws and books of account will at all reasonable times be open to inspection by any Director. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies.

ARTICLE 8 – INSURANCE

Section 8.1. INSURANCE. This corporation will have the right, and will use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred

by any officer, director, employee, or agent in such capacity or arising from the officer's director's, employee's, or agent's status as such, consistent with the California Corporations Code statutory requirements for invoking personal immunity for volunteer directors and/or officers, including as they appear in Section 5239 of that Code.

ARTICLE 9 – ASSETS AND INVESTMENTS

Section 9.1. DEDICATION OF ASSETS. The properties and assets of this corporation are irrevocably dedicated to the corporation's being an exempt organization within the meaning of Section 501(c)(3) of the United States Internal Revenue Code and Section 23701 of the California Revenue and Taxation Code, as amended (the "Taxation Code").

Section 9.2. DISBURSEMENT OF ASSETS. The corporation will disburse its assets in such a manner and in such amounts as the Board may in its discretion determine.

Section 9.3. STANDARDS, RETENTION OF PROPERTY. In investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the Corporation's investments, the Board will act in accordance with the provisions of Section 5240 of the California Nonprofit Corporation Law. The Board of Directors will avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the corporation's capital. Unless limited by the Articles of Incorporation, the corporation may continue to hold property properly acquired or contributed to it if and as long as the Board, acting in accordance with the provisions of Section 5240 of the Nonprofit Corporation Law, may consider that retention is in the best interest of the corporation. No retention of donated assets violates this Article, where such retention was required by the donor in the instrument under which the assets were received by the corporation, except that no such requirement may be effective more than ten years after the death of the donor. Notwithstanding any other provision in these Bylaws, the corporation may reject any donation, acceptance of which the Board deems would not further the purposes of the corporation or the acceptance of which would impose an undue burden on the corporation.

Section 9.4. DONATION RECORDS. The corporation will keep a complete record of the source of all gifts made to the corporation and will take such steps as the Board deems appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor will be appropriately preserved.

Section 9.5. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation will be signed or endorsed by the President or the Treasurer.

ARTICLE 10 - ANNUAL AUDIT

Section 10.1. AUDIT. The Board will annually appoint a committee of at least 2 Directors, other than the Treasurer, for the purpose of reviewing the corporation's financial records. They will present an audit report to the Board on an annual basis.

ARTICLE 11 - FISCAL YEAR

Section 11.1. FISCAL YEAR. The accounting year of the corporation will commence July 1 of each year and terminate on June 30 of the next calendar year.

ARTICLE 12 – NON-LIABILITY

Section 12.1 NON-LIABILITY OF DIRECTORS. Subject to complying with the provisions of these bylaws, and as otherwise provided by any provision of law, no Director will be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 13 – INDEMNITY

Section 13.1. INDEMNITY FOR LITIGATION. The corporation will have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee or other agent of the corporation to the full extent allowed under the provisions of Section 5238 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity will be so much as the Board determines and finds to be reasonable, or, if required by Section 5238, the amount of such indemnity will be so much as a court of competent jurisdiction determines and finds to be reasonable.

Section 13.2. ARTICLE 13 DEFINITIONS. For purposes of this Article the following terms will have the following meanings:

“Agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation;

“Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

“Expenses” includes without limitation attorney fees and any expenses of establishing a right to indemnification under California Corporations Code § 5238.

Section 13.3. STANDARD OF CONDUCT FOR INDEMNIFICATION. The

corporation will have the power to indemnify any person who was or is a party or threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under California Corporations Code § 5233 [relating to self-dealing transactions], or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

Section 13.4. INDEMNIFICATION PROHIBITED. No indemnification or advance will be made under this Article in any circumstances where it appears that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or that it would be inconsistent with any condition expressly imposed by a court on approving a settlement.

ARTICLE 14 – CONFLICTS OF INTERESTS

Section 14.1. CONFLICT OF INTEREST PROHIBITED. A Director will excuse him or herself from any vote upon which that Director has a financial conflict of interest. The foregoing, however, will not affect the right of any Director to make donations to the corporation.

ARTICLE 15 - AMENDMENTS

Section 15.1. MAJORITY VOTE. These Bylaws, or any section or article of these Bylaws, may be amended or repealed, or new Bylaws may be adopted by a majority vote of the Board.