

**BYLAWS
OF
MARIN SCHOOL OF THE ARTS**

ARTICLE 1

NAME AND OFFICE

Section 1. Name. The name of the corporation is the "Marin School of the Arts," referred to herein as "MSA."

Section 2. Form. MSA is a California public benefit corporation incorporated under the laws of the State of California.

Section 3. Principal Office. MSA shall maintain its principal office in Marin County at such location as the Board of Directors shall determine.

ARTICLE 2

PURPOSE AND POLICY

Section 1. Purpose and Limitations on Activities. The purpose of MSA as set forth in its Articles of Incorporation shall be to provide and/or facilitate education in the creative, visual, and performing arts and it shall be operated exclusively for educational purposes within the meaning of 501(C)(3) of the Internal Revenue Code .

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation. The fiscal year shall be July 1- June 30. This Corporation shall establish a fiscal year budget by May 15 of the prior fiscal year.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Non Discriminatory Policy. MSA admits students of any race, color, nationality and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, nationality and ethnic origin in the administration of its educational policies, admissions policies, artistic and other school-administered programs. MSA shall print this nondiscriminatory policy in promotional and informational materials, as well as in forms used to enroll its students.

ARTICLE 3

DIRECTORS

Section 1. Composition and Number. The Board of Directors shall consist of the officers and the directors of MSA. The total number of officers and directors shall be a minimum of five (5) and a maximum of twelve (12).

Section 2. Eligibility. Any Participating Parent in good standing or other interested member of the public who supports the goals of MSA is eligible to serve as a director.

Section 3. Nominations. Not later than the date of the October Annual Meeting, the Board of Directors shall select the Chairperson of the Nominating Committee from any past officer of the board. The Chairperson of the Nominating Committee shall select Members of the Nominating Committee composed one Past President, one member from each Booster Group, and the corporation Artistic Directory as an ex-officio member. The names of the proposed members of the Nominating Committee shall be presented to the Board of Directors for approval. It shall be the duty of the Nominating Committee to nominate the number of candidates as need to fill the Directorships next to become vacant. and publish on the corporation's Website 30-days prior to the Annual Meeting, names of eligible nominees willing to serve on the Board of Directors. The nominees selected by the Nominating Committee shall be known as the "Regular Ticket."

Section 4. Election. The candidates on the Regular Ticket will be confirmed as elected Directors at the Annual Meeting, unless there are Further Nominations submitted prior to the Annual Meeting. Further Nominations may be made by any twenty-five (25) Participating Parents in Good Standing, as of the date of filing, by filing the name of their proposed nominee in writing with the Secretary at least 20 days prior to the Annual Meeting. Said nominees names shall be posted on the corporation's Website upon verification of the filing. If Further Nominations are submitted and validated, then the Secretary shall conduct an election to select the Board of Directors at the Annual Meeting.

Section 5. Term of Office. Directors shall serve a two year term of office. The directors' terms shall be staggered so that approximately one-half of the directors are elected for a two year term in odd years, and approximately one-half of the directors are elected for a two year term in even years.

Section 6. Powers and Duties. The Board of Directors shall determine the policy and conduct the affairs of MSA and shall have the power to take any action that, in its judgment, will advance the purposes of MSA as set forth in these Bylaws and in the Articles of Incorporation.

Section 7. Attendance. In the twelve-month period commencing with each Annual Meeting, a director may be absent from not more than four (4) regular meetings or three (3) regular meetings and the Annual Meeting. A fifth absence in the twelve-month period may, at the option of a majority of the

remaining directors, be deemed a resignation without appeal. The Board of Directors may excuse pre-notified absences for members of the Board of Directors conducting MSA business. Severe illness shall also be excused.

Section 8. Vacancies. When a vacancy occurs on the Board of Directors, an individual member shall be selected by the remaining directors to fill the vacancy and shall serve until the next Annual Meeting at which time the membership shall elect an individual to fill the remaining unexpired term created by the vacancy. 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.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Section 9. Compensation. Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties, if said costs are approved by the Board in advance.

Section 10. Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 11. Indemnification by Corporation of Directors and Officers. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 12. insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4

OFFICERS

Section 1. Number. The officers of MSA shall be President, Vice President, Secretary and Treasurer and Immediate Past President.

Section 2. Eligibility. Officers may be any member of the Board of Directors.

Section 3. Election. Officers shall be elected at the first regular Board meeting after the Annual Meeting by a majority vote of the Board of Directors.

Section 4. Term. Each Officer shall be elected to a one-year term, ending at the next Annual Meeting. If an Officer resigns at mid-term, the officer may continue to serve as a member of the Board of Directors.

Section 5. Powers and Duties.

- (a) The President shall preside at all meetings, including the Annual Meeting.
- (b) The Vice President shall act for the President in case of absence or disability. The Vice President shall succeed to the presidency if that office becomes vacant prior to the next Annual Meeting.
- (c) The Secretary shall keep, or cause to be kept, a book of minutes of all meetings, proceedings, and actions of the Board of Directors and of all other meetings. The Secretary shall also keep, or cause to be kept, a copy of the Articles of Incorporation and the Bylaws as amended to date. The Secretary shall also keep the corporate seal in safe custody and shall have such other powers as necessary for proper recordkeeping.
- (d) The Treasurer shall invest and maintain MSA funds in a manner approved by the Board of Directors and shall keep the Board advised of the state of MSA finances. The Treasurer shall present a financial report to the Board of Directors each quarter, and at the end of the year. The financial report shall be made available to any member of the public who so requests.
- (e) Officers shall perform such additional duties as may be assigned by the Board of Directors.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors, except as otherwise herein provided.

ARTICLE 5

MEMBERSHIP

Members of the Corporation shall be admitted to one of three classes:

Section 1. Students. Students are members who are currently enrolled in Marin School of the Arts. Students are not entitled to vote. There are no membership fees or dues for Students.

Section 2. Participating Parents. Participating Parents are members who are parents, stepparents, implied or legal guardians of students who are currently enrolled in MSA. One student may be represented by as few as one or as many as (but not more than) four parents, each of whom is entitled to one vote regardless of whether said parent represents more than one student. Participating Parents in Good Standing have either paid or pledged the annual student education assessment, or made other acceptable arrangements, as set forth by the Board of Directors. Participating Parents in Good Standing shall serve as a voting body for the election of members of the Corporation's Board of Directors, as set forth in Section 3. Article 4., and for other matters brought by the Board before the voting body.

Section 3. Patrons. Patrons are non-member donors who have made payment, in cash or in kind, to MSA of One Hundred Dollars (\$100.00) or greater. Patrons are not entitled to vote.

ARTICLE 6

MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly or more frequently during the year at a location in Marin County determined by the Board.

Section 2. Annual Meeting. The Annual Meeting of the members shall be held during the month of October each year. The purpose of the Annual Meeting shall be to confirm directors as put forth by the Nominating Committee as the Regular Ticket and transact other business that may come before the meeting. If there are validated Further Nominations for an election of directors, then the Secretary will conduct an election at the Annual Meeting, by voice vote or ballot, at the discretion of the chairperson of the meeting. The candidates receiving the highest number of votes from Participating Parents in Good Standing in attendance at the Annual Meeting, up to the number of directors to be elected shall be elected. Notice of the Annual Meeting shall be given at least 10 days, but not more than 50 days, before the date of the meeting, either personally, or by mail, or via the corporation's Website. A quorum for a Membership Meeting shall consist of Participating Parents In Good Standing representing at least twenty-five percent of the students enrolled in MSA.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, or by any two Directors, and such meetings shall be held in Marin County, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 4. Notice of Meetings. Regular meetings of the Board may be held without notice. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting. Written notice of special meetings of the Board shall be given as follows:

- (a) **Time of Notice.** Notice for a special meeting shall be given at least four (4) days prior to the meeting if given by first-class mail, or forty-eight (48) hours before the meeting, if delivered in person, by telephone, facsimile or e-mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mail.
- (b) **Delivery of Notice.** Such notices shall be addressed to each director at his or her address as shown on the books of the Corporation.
- (c) **Content of Notice.** Notice of a meeting shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 5. Waiver of Notice and Consent to Holding Meetings. 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 and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Quorum. A simple majority of the Board of Directors shall constitute a quorum for transaction of business, except to adjourn. When a quorum is present, a decision of a majority of those present and voting constitutes an act of the Board. At a meeting at which a quorum is initially present, remaining Directors may continue to transact business, even though Directors may have withdrawn, so long as any action taken is approved by at least a majority of the quorum required for the meeting.

Section 7. Conduct of Meetings. Meetings of the Board of Directors and of the members shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as the Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

ARTICLE 7

COMMITTEES

The following standing committees shall be established to further the goals of MSA:

1. Finance and Administration
2. Fundraising
3. Community Relations and Communications
4. Academic and Career Resources

The Board may also create any other committees on an ad hoc basis as needed.

ARTICLE 8

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 corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation 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 corporation shall be signed by the Treasurer, and if over \$1,000, countersigned by the President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation 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 corporation any contribution, gift, bequest or devise for the non-profit purposes of this corporation.

ARTICLE 9

AMENDMENTS TO THE BYLAWS

A two-thirds (2/3) majority of the Board of Directors may make amendments to these Bylaws, subject to the provisions of the California Nonprofit Law Corporation Code, Sections 5150 and 5151.

WRITTEN CONSENT OF INCORPORATOR ADOPTING BYLAWS

I, Mark Peabody, as the initial incorporator of this corporation, consent to, and hereby do, adopt the foregoing Bylaws, consisting of this page and the preceding 6 pages, as the Bylaws of this corporation.

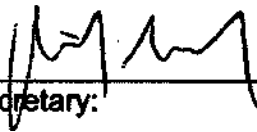
DATED: February 15, 2005

Mark Peabody, Incorporator

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

DATED: February 15, 2005


Secretary: _____