

BYLAWS OF
BREAKTHROUGH SILICON VALLEY
Approved on October 2, 2007
Amended on June 26, 2011

Article 1
NAME

Section 1.01 – Name of Corporation

The name of this Corporation is Breakthrough Silicon Valley.

Article 2
OFFICES

Section 2.01 – Principal Office

The principal office for the transaction of the business of the Corporation shall be located in or near San Jose, California. The Trustees may change the principal office from one location to another, and this section shall be amended accordingly. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Article 3
OBJECTIVES AND PURPOSES

Section 3.01 – Objectives and Purposes

The purpose of this corporation is to manage, operate, guide, direct and promote the Breakthrough Silicon Valley program. This Corporation has been formed under the California Nonprofit Benefit Law for charitable and educational purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and educational purposes described in its Articles of Incorporation. Notwithstanding the foregoing provisions of this Section 3.01, the Corporation may engage in activities intended to influence legislation provided that it files the election permitted by Section 501(h) of the Internal Revenue Code of 1986, and further provided that the limitations of Section 4911 of said Code are observed.

Article 4
DEDICATION OF ASSETS

Section 4.01 – Dedication of Assets

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Trustee or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Article 5
TRUSTEES

Section 5.01 – Powers

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised by and under the direction of the Board of Trustees. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, 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.

- (b) Specific Powers. Without prejudice to their general powers, the Trustees shall have the power to:
 - (i) Select and remove the Officers of the Corporation; prescribe any power and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

 - (ii) Change the principal executive office or the principal business office from one location to another, cause the Corporation to be qualified to do business in any state, territory, dependency, or country, and conduct business within or without the State of California; and designate any place within or without the State of California for the holding of any meeting.

 - (iii) Adopt, make, and use a corporate seal and alter the form of the seal.

 - (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust,

mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 5.02 – Number of Trustees

The authorized number of Trustees shall be not fewer than seven (7) or more than twenty (20), unless changed by amendments to these bylaws.

Section 5.03 – Appointment and Term of Office of Trustees

All nominees for membership in the Board of Trustees shall be nominated at least ten days prior to the meeting of the Board of Trustees at which such election will be held, and if elected, to join the Board of Trustees at the next successive meeting of the Board of Trustees. Vacancies can be filled at any meeting of the Board of Trustees.

- (a) The Trustees shall be elected by the Board of Trustees for three-year terms, arranged with the goal that in no year will more than one-third (1/3) plus one of the seats on the Board of Trustees become vacant due to the expiration of terms. No Trustee may serve more than three (3) consecutive terms.
 - (i) The Executive Director shall serve as an *ex officio* member of the Board of Trustees.
 - (ii) Trustees standing for re-election shall not participate in the election of Trustees.
- (b) At no time shall the Board of Trustees have more than a minority (49%) of persons who are “disqualified persons” other than foundation managers, as defined by Section 4946 of the Internal Revenue Code.

Section 5.04 – Qualifications of Board of Trustees Members

Subject to the provisions of Sections 5.02 and 5.03 above, any person 18 years of age or older may be appointed or elected to serve as a Trustee. Trustees need not be residents of the United States of America.

Section 5.05 – Vacancies; Leave of Absence

- (a) Events Causing Vacancies. A vacancy of the Board of Trustees shall be deemed to exist at the occurrence of any of the following:
 - (i) The death, resignation, or removal of any Trustee.
 - (ii) The failure of the Board of Trustees, at any meeting of the Board of Trustees at which any Trustee is elected, to elect any person nominated to serve as a Trustee such that the failure of such election causes the aggregate number of Trustees to fall below the fixed number of Trustees as specified in Section 5.02.

- (iii) The determination of the Board of Trustees, at the third consecutive meeting missed by a Trustee without having been excused, or at the next following meeting (whether said Trustee is then present), that said Trustee's seat is vacant.
- (b) Resignation. Except as provided in this paragraph, any Trustee may resign, which resignation shall be effective on giving written notice to the Chair or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Trustee may resign when the Corporation would then be left without a duly elected Trustee in charge of its affairs.
- (c) Removal. Any Trustee may be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the entire Board of Trustees at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal question are given as provided in Section 5.08(b).
- (d) Filling of Vacancies. Any vacancy shall be filled as provided in Section 5.03. The term of each Trustee appointed or elected to fill a vacancy shall expire upon the date his predecessor's term would have expired.
- (e) Leave of Absence. From time to time and subject to the approval of two-thirds (2/3) of the members of the entire Board of Trustees, the Trustees may elect to place a Trustee on a leave of absence for a predetermined length of time. Any Trustee on a leave of absence shall not be entitled to vote on matters considered by the Board of Trustees or any committee or subcommittee of the Board of Trustees. The placement of a Trustee on a leave of absence shall not be deemed to be an event causing a vacancy of the Board of Trustees as pursuant to Section 5.05(a) above. The reduction or extension of the term of a Trustee's leave of absence shall be subject to the approval of two-thirds (2/3) of the members of the entire Board of Trustees.
- (f) The Chairman of the Board of Trustees or, if none, the President will appoint a committee to designate qualified candidates for election to the Board of Trustees at least ten (10) days before the date of any election of trustees. The nominating committee shall make its report at least seven (7) days before the date of the election or at such other time as the Board of Trustees may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.
- (g) No Vacancy On Reduction of Number of Trustees. Any reduction of the authorized number of trustees shall not result in any trustee being removed before his or her term of office expires.

Section 5.06 – Place of Meeting; Meeting by Telephone

Regular meetings of the Board of Trustees may be held at any place within or without the State of California. If no place is fixed, then regular meetings shall be held at the principal office of the

Corporation. Special meetings of the Board of Trustees shall be held at any place within or without the State of California, as designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.06, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by all Board of Trustees members. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can hear one another, and all such Trustees shall be deemed to be present in person at such a meeting.

Regular meetings of the Board of Trustees, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Trustees. At least 72 hours before a regular meeting, the Board of Trustees, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 5.07 – Annual Meeting

The Board of Trustees shall hold an Annual Meeting, generally in October at a time and place designated by the Board of Trustees, appointing Officers, designating committees, and transacting regular business. Notice of this meeting shall be by email not less than 10 or more than 40 days in advance thereof, except that any Trustee may waive notice as provided in Section 5.08(c).

Section 5.08 – Special Meetings; Waiver of Notice

- (a) Authority to Call. Special meetings of the Board of Trustees for any purpose may be called at any time by the Chair, or any five (5) Trustees.
- (b) Notice. Notice of any special meeting of the Board of Trustees shall be given to all Trustees either by first-class mail at least ten (10) days in advance or by any notice delivered personally or by telephone or email at least forty-eight (48) hours in advance except that such notice may be waived by any Trustee as set forth in paragraph (c) below.
- (c) Waiver of Notice. The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though taken at the meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation's records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 5.09 – Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. The quorum rule of the preceding sentence shall apply to Annual Meetings, even though Trustees standing for re-election shall not participate in the election

of Trustees, as provided in Section 5.03(a)(ii). Every act of decision done or made by a majority of the Trustees present at a meeting held at which a quorum is present (or a majority of Trustees entitled to vote, in the case of the election of Trustees at annual meetings) shall be regarded as the act of the Board of Trustees, subject to the provision of California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Trustee, if action taken is approved by at least a majority of the quorum required for meeting.

Section 5.10 – Adjournment

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.11 – Notice of Adjournment

Notice of the time and place of holding an adjourned meeting shall be given by email to all Trustees as soon as possible upon adjournment.. Such notice may be waived in the same manner as set forth under Section 5.08(c).

Section 5.12 – Action Without Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 5.13 – Compensation of Trustees

Trustees and members of committees may receive reimbursement of such expenses as may be determined by resolution of the Board of Trustees to be just and reasonable. Trustees shall not otherwise be compensated for service in the capacity of Trustee.

Section 5.14 – Restriction on Interested Trustees

Not more than 49% of the persons serving on the Board of Trustees at any time 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; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions in this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

Article 6 COMMITTEES

Section 6.01 – Committees of Trustees

The Standing Committees will include: Governance, Finance, Development and Program. The Chair of the Board of Trustees may designate other committees as may be required from time to time. Any member of any committee may be removed, with or without cause, at any time by the Board of Trustees. Any committee, to the extent provided in the resolution of the Board of Trustees, shall have all or a portion of the authority of the Board of Trustees, except that no committee, regardless of the Board of Trustees resolution, may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board of Trustees;
- (c) Fill vacancies on any committee;
- (d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board of Trustees;
- (f) Designate any other committees of the Board of Trustees or appoint the members of any committee;
- (g) Approve any transaction (i) to which the Corporation is a party and to which one of more Trustees has a material financial interest; or (ii) between the Corporation and one or more of its Trustees or between the Corporation and any corporation or firm in which one of more of its Trustees has a material financial interest.

Section 6.02 – Meeting and Action of Committees

Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Trustees may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board of Trustees has not adopted rules, the committee may do so.

Section 6.03 – Appointment of Committee Members

The Chair may appoint Trustees as chairs of all standing committees with the approval of the Board of Trustees. The Chair may appoint chairs of all other committees and members of all committees.

- (a) Members of committees need not be members of the Board of Trustees, but at least one Board of Trustees member shall serve on each committee. Any member of any committee may be removed, with or without cause, at any time by the Board of Trustees.

- (b) Standing committee members serve an annual term to conclude at the Annual Meeting.

Section 6.04 – Executive Committee

The Board may appoint an Executive Committee at a later date when the Board deems it necessary. The Executive Committee shall consist of the officers of the Corporation and the chairs of the standing committees; provided, however, that the Chair of the Board of Trustees at his or her discretion may appoint the most recent former Chair of the Board of Trustees to serve as a member of the Executive Committee. No Executive Committee member shall have more than one vote. The Chair of the Corporation shall serve as Chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board of Trustees, shall have and may exercise all the authority of the Board of Trustees in the management of the business and affairs of the Corporation between meetings of the Board of Trustees; provided, however, that the Executive Committee shall not have the authority of the Board of Trustees in reference to the matters enumerated in Section 6.01, with the exception of 6.01(b) and 6.01(e). The Executive Committee may not bind the Corporation to any contract or agreement which may create liability for an amount in excess of \$50,000.

Article 7 OFFICERS

Section 7.01 – Officers

The Corporation shall have the following officers: Chair, Vice Chair, Secretary and Treasurer, and such other Officers as the Board of Trustees may designate by resolution and appoint pursuant to Section 7.03. Only Trustees may hold positions as officers of the Corporation. One person may hold two or more offices, provided, however that (i) the Chair may not concurrently hold the office of Secretary, and (ii) the Chair may not concurrently hold the office of Treasurer. The Board of Trustees may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 7.02 – Election and Terms of Office; Dates of Nomination

At the Annual Meeting, the Board of Trustees shall elect from the Trustees all Officers of the Corporation. A vacancy in any Office (as specified in Section 7.06) can be filled at any meeting of the Board of Trustees. The Officers shall be elected for a two-year term commencing on the first day following their election. An Officer may be elected to a maximum of four (4) consecutive terms in the same office. An Officer's term ends upon termination as a Trustee for any reason.

Section 7.03 – Subordinate Officers

The Board of Trustees may appoint, and may authorize the Chair or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the

title, hold the office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Trustees.

Section 7.04 – Removal of Officers

Any officer may be removed, with or without cause, by the Board of Trustees, at any regular or special meeting of the Board of Trustees by a two-thirds (2/3) vote of the Board of Trustees.

Section 7.05 – Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board of Trustees, to the Chair, or to the Secretary of the Corporation. Resignation from the Board of Trustees is a separate matter governed by Section 5.05(b). Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 7.06 – Vacancies in Office

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled at any meeting of the Board of Trustees in the manner prescribed in these Bylaws for regular appointment to that Office.

Section 7.07 – Responsibilities of Officers

- (a) Chair. The Chair shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Trustees. He or she shall have such powers and duties as may be prescribed by the Board of Trustees or these Bylaws. The Chair shall be responsible to the Board of Trustees, shall see that the Board of Trustees is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chair shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board of Trustees within the boundaries of policies and purposes established by the Board of Trustees and as set forth in the Articles of Incorporation and these Bylaws. The Chair shall be responsible for keeping the Board of Trustees informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board of Trustees.
- (b) Vice Chair. The Vice Chair shall report directly to the Chair. In the disability of the Chair, or if the Chair is vacant for any reason, the Vice Chair shall perform all duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other duties as may from time to time be prescribed by the Board of Trustees.
- (c) Secretary. The Secretary shall report directly to the Chair and shall attend to the following:

- (i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Trustees may direct, a book of minutes of all meetings and actions of Trustees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
 - (ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.
- (d) Treasurer. The Treasurer shall report directly to the Chair, shall be the chief financial officer of the Corporation, and shall attend the following:
- (i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Trustee at all reasonable times.
 - (ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees; shall disburse funds of the Corporation as may be ordered by the Board of Trustees; shall render to the Chair and Trustees, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.
 - (iii) Bond. If required by the Board of Trustees, the Treasurer shall give the Corporation a bond in the amount and with surety specified by the Board of Trustees for the faithful performances of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his death, resignation, retirement, or removal from office.

Article 8
RECORDS AND REPORTS

Section 8.01 – Maintenance of Articles and Bylaws

The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 8.02 – Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board of Trustees and any committee(s) of the Board of Trustees shall be kept at such place designated by the Board of Trustees, or, in the absence of such a designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Article 9
CONTRACTS AND LOANS WITH TRUSTEES AND OFFICERS

Section 9.01 – Contracts with Trustees and Officers

- (a) No Trustee or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Trustees or Officers are Trustees or have material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless: (i) the material facts regarding such Trustee's or Officer's financial interest in such contract or transaction and/or regarding such common Trusteeship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes prior to consideration by the Board of Trustees of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board of Trustees by a vote sufficient for that purpose without counting the vote or votes of such interested Trustee(s); (iii) prior to authorizing the contract or transaction, the Board of Trustees considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the contract or transaction for its own benefit, and the contract or transaction is fair and reasonable to this Corporation at the time the contract or transaction is entered into.
- (b) The provisions of this Section do not apply to a contract or transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; (ii) results in a benefit to one or more Trustees or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 9.02 – Loans to Trustees and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Trustee or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Trustee or Officer, provided that in the absence of such advance such Trustee or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Article 10 INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 10.01 – Right to Indemnification

This Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such a person was or is an Officer, Trustee, or agent of this Corporation, or was or is serving at the request of this Corporation as a Trustee, officer, employee, agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent under the Nonprofit Corporation Law of the State of California.

In determining whether indemnification is available to the Trustee, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Corporation Law has been met shall be made by a majority vote of a quorum of Trustees who are not parties to the proceeding. If the number of Trustees who are not parties to the proceedings is less than two-thirds (2/3) of the total number of Trustees seated at the time the determination is made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrations of such a person.

Section 10.02 – Insurance

This Corporation shall have the power to purchase and maintain insurance of behalf of any Trustee, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Trustee, Officer or agent in any such capacity or arising out of the Trustee's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 10.01 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Trustee, Officer, or agent of the Corporation for any self-dealing transactions, as described in section 5233 of the California Nonprofit Corporation Law.

Article 11
FISCAL YEAR

Section 11.01 – Fiscal Year

The fiscal year of the Corporation shall be the year beginning February 1 and ending January 31.

Article 12
INSPECTION RIGHTS

Section 12.01. Trustees' Right to Inspect. Every Trustee shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 12.02. Accounting, Records, and Minutes. On written demand on the corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Trustees and committees of the Board of Trustees at any reasonable time for a purpose reasonably related to the Trustee's interest as a Trustee. Any such inspection and copying may be made in person or by the Trustee's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Article 13
CONSTRUCTION AND DEFINITIONS

Section 13.01 – Construction and Definitions

Unless the context requires otherwise, the general provisions, rules, of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural includes the singular.

Article 14
AMENDMENTS

Section 14.01 – Amendment by Trustees

Bylaws may be adopted, or repealed by a majority vote of the entire Board of Trustees. The full text of any proposed Bylaw amendment shall be furnished to the members of the Board of Trustees with the notice of the meeting at which such proposed amendment is to be considered. Notice of any meeting at which adoption, amendment, or repeal of any Bylaw is to be considered shall be by first-class mail or by electronic mail, at least ten (10) days in advance of such meeting.