

AMENDED AND RESTATED BYLAWS  
OF  
THE CROWDEN MUSIC CENTER,  
a California Nonprofit Public Benefit Corporation

**ARTICLE I  
OFFICES**

SECTION 1. REGISTERED OFFICE. The registered office of the Corporation shall be established and maintained at 1475 Rose Street, Berkeley, California 94702.

SECTION 2. OTHER OFFICES. The Corporation may have other offices, either within or without the State of California, at such place or places as the Board of Trustees may from time to time appoint or the activities of the Corporation may require.

**ARTICLE II  
NONPROFIT CORPORATION WITHOUT MEMBERS**

SECTION 1. NO MEMBERS. The Corporation is a nonprofit public benefit corporation without members.

SECTION 2. BOARD OF TRUSTEES. The Board of Trustees established as provided in these Bylaws shall, for all purposes, be the board of directors of the Corporation and shall exercise all of rights and be subject to all of the provisions applicable to a board of directors under the Non-Profit Public Benefit Corporation Law.

SECTION 3. AUTHORITY OF BOARD OF TRUSTEES. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest under the Non-Profit Public Benefit Corporation Law in the members shall vest in the Trustees.

**ARTICLE III  
TRUSTEES**

SECTION 1. AUTHORIZED NUMBER. The authorized number of Trustees shall be not less than 7 and not more than 21. Within this range, the exact number of authorized Trustees shall be as from time to time designated by the Board of Trustees.

SECTION 2. ELECTION OF TRUSTEES. Trustees of the Corporation shall be elected by the Board of Trustees. Each Trustee elected shall serve for the term provided below and thereafter until his or her successor shall be elected, unless earlier removed in accordance with these Bylaws.

SECTION 3. TERMS OF TRUSTEES. Beginning with the election of Trustees in September of 2005, the term of each Trustee shall be three years. The terms of the Trustees shall be staggered so that each year approximately one-third of the Board Trustees shall be elected. For the election of the Trustees next occurring following the adoption of these Amended and Restated Bylaws, Trustees shall be elected for one, two and three year terms in approximately equal proportions, as determined by the Board. A

Trustee may serve for a maximum of two consecutive terms, subject to such exceptions as the Board may determine to be appropriate from time to time.

SECTION 4. REMOVAL WITHOUT CAUSE. Any Trustee or Trustees may be removed without cause at any meeting of the Board of Trustees by the affirmative vote of two-thirds of the Trustees then in office.

SECTION 5. REMOVAL FOR CAUSE. Any Trustee or Trustees may be removed for cause at any meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees present at such meeting. Without limiting the causes for which a Trustee may be removed, a Trustee may be removed for cause for missing three consecutive meetings or more than five meetings in any twelve-month period.

SECTION 6. VACANCIES. If any Trustee position becomes vacant, the remaining Trustees in office, though less than a quorum, by a majority vote may elect a Trustee to fill such vacancy, who shall hold office for the unexpired term and until a successor is duly elected and qualified.

SECTION 7. RESIGNATION. Any Trustee or any member of a committee may resign by giving notice to the Chair or the Secretary of the Board of Trustees. The resignation of a Trustee or committee member shall be effective when notice is given unless the notice specifies a later time, and the resignation shall be effective without acceptance by the Corporation. However, except upon notice to the Attorney General of the State of California, no Trustee may resign where the Corporation would then be left without a duly elected and acting Trustee.

SECTION 8. POWERS. The Board of Trustees shall exercise all of the powers of the Corporation permitted by law and consistent with the Articles of Incorporation.

SECTION 9. COMPENSATION. Trustees shall not receive any stated salary for their services as Trustees or as members of committees of the Board, but by resolution of the Board of Trustees may be reimbursed by the Corporation for out-of-pocket expenses only. Nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

#### ARTICLE IV COMMITTEES

SECTION 1. BOARD COMMITTEES. The Board of Trustees may, by resolution adopted by a majority of the number of Trustees then in office, create one or more Board Committees. All of the members of any Board Committee shall be Trustees, and a Board Committee may exercise authority of the Board if and to the extent specifically authorized by the Board. Each Board Committee shall consist of two or more Trustees, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by a majority vote of the number of Trustees then in office, and the Board may by like vote appoint one or more Trustees as alternate members of any Board Committee, who may replace any absent member at any meeting of the Board Committee. Any Board Committee shall have such authority of the Board, if any, as the Board may have been expressly delegated in the resolution of the board which created the Board Committee, except that in no event shall any Board Committee have the authority of the Board of Trustees with respect to any of the following: (a) filling of vacancies on the Board or in any Board Committee; (b) amendment, repeal or adoption of bylaws; (c) appointment of committees of the board or the members thereof; or (d) any other authority which, under applicable law, may not be exercised by a committee of the board of directors of a California nonprofit public benefit corporation.

**SECTION 2. ADVISORY COMMITTEES.** The Board of Trustees may, by resolution adopted by a majority of the Trustees present at any meeting, create one or more Advisory Committees. The membership of any Advisory Committee shall be as designated by the Board, or selected in such manner as the Board shall specify. An Advisory Committee may, but shall not be required to, have one or more Trustees as members. An Advisory Committee established by the Board may engage in such actions and make recommendations to the Board in accordance with the resolution pursuant to which it was created; however, no Advisory Committee shall have any authority or power to exercise any authority of the Board.

**SECTION 3. DESIGNATION OF EXECUTIVE COMMITTEE.** The Board of Trustees shall create and designate an Executive Committee, comprised of the Chair, the Treasurer, the Secretary, each Executive Director who is a Trustee, and such additional or other Trustees as the Board may determine to be appropriate. The Executive Committee shall be designated by resolution at the meeting at which officers of the Corporation are elected or, if not then designated, as soon thereafter as practicable. The resolution pursuant to which the Executive Committee is designated shall specify those respects, if any, in which the Executive Committee is authorized to exercise authority as a Board Committee.

## **ARTICLE V MEETINGS OF TRUSTEES**

**SECTION 1. ANNUAL MEETING.** The Board of Trustees shall have an annual meeting at such time as may be established by the Board or as may be called as herein provided, for the election of Trustees of the Corporation and for such other business as the Board may determine to be appropriate at such meeting.

**SECTION 2. REGULAR MEETINGS.** Regular meetings of the Board of Trustees may be held at such places and times as shall be established from time to time by the Trustees, and notice is not required to be given for such regular meetings, including any annual meeting for which the time and place have been so established.

**SECTION 3. SPECIAL MEETINGS.** Special meetings of the Trustees may be called by the Chair of the Board or, on the written request of any two Trustees, by the Secretary of the Board.

**SECTION 4. NOTICE OF SPECIAL MEETINGS.** Notice of a special meeting shall be given either: (a) by first-class mail sent at least four days in advance of the meeting; or (b) by at least 48 hours notice sent by email, facsimile or other electronic means, given by telephone, including by leaving a voice message at a phone number of the Trustee, or delivered personally to the Trustee or the Trustee's office or residence address. No notice of a special meeting, or of any other meetings or waiver of notice of a meeting, is required to specify the purpose or any action proposed to be taken at such meeting. Notice of a meeting need not be given to a Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Trustee. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**SECTION 5. QUORUM.** A quorum for the transaction of business at any meeting of the Board of Trustees shall be the greater of one-half of the Trustees then in office or one-third of the number of authorized Trustees. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. Except as otherwise provided in the Articles of Incorporation or in these Bylaws or by law,

every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees.

**SECTION 6. MEETINGS BY TELEPHONE OR OTHER COMMUNICATIONS EQUIPMENT.** Trustees may participate in a meeting through use of conference telephone, electronic video screen communications or electronic transmission by and to the Corporation, or in any other manner that may be authorized under the law applicable to California nonprofit public benefit corporations. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Trustees participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply: (a) each Trustee participating in the meeting can communicate with all of the other Trustees concurrently; and (b) each Trustee is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

**SECTION 7. ACTION WITHOUT MEETING.** Any action required or permitted to be taken at any meeting of the Board of Trustees, or of any Board Committee, may be taken without a meeting, if all Trustees, or member of the Board Committee, shall individually or collectively consent in writing to that action (excluding any "interested director" to the extent not required or permitted to participate under applicable law). The written consent or consents shall be filed with the minutes of the proceedings of the Board.

## **ARTICLE VI OFFICERS**

**SECTION 1. OFFICERS.** The officers of the Corporation shall be the Chair, a Treasurer, a Secretary, one or more Executive Directors, and such other officers as may be designated by the Board of Trustees and the Chair in accordance with these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

**SECTION 2. CHAIR.** The Chair shall be the chairperson of the board of the Corporation and shall preside at all meetings of the Board of Trustees and shall oversee and direct the activities and affairs of the Corporation. Except where the Board of Trustees may authorize execution in some other manner, the Chair shall execute contracts and agreements on behalf of the Corporation.

**SECTION 3. TREASURER.** The Treasurer shall be the chief financial officer of the Corporation. 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 and capital. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board, shall render to the Chair and the Trustees, whenever they request it, an account of all transactions and of the financial condition of the Corporation, and shall have such other responsibilities and duties as may be specified from time to time by the Board, the Chair or these Bylaws.

**SECTION 4. SECRETARY.** The Secretary shall give, or cause to be given, notice of all meetings of Trustees and all other notices required by law or by these Bylaws. In case of the Secretary's absence or refusal or neglect so to do, any such notice may be given by any person who is directed by the Chair, or by the Trustees, upon whose request the meeting is called as provided in these Bylaws. The

Secretary shall record all the proceedings of the meetings of the Trustees and shall perform such other duties as may be assigned by the Trustees or the Chair. The Secretary shall keep the seal of the corporation, if one be adopted, in safe custody, and shall have such other responsibilities and duties as may be specified from time to time by the Board, the Chair or these Bylaws.

SECTION 5. EXECUTIVE DIRECTOR. The Board of Trustees shall elect an Executive Director or Directors. The Executive Director shall have day-to-day responsibility for the supervision, direction and control of the affairs of the Corporation or, if there are two or more Executive Directors, for such program or programs as may be designated by the Board. Each Executive Director shall have such other powers and duties as may be specifically granted from time to time by the Board. In connection with the election of any person as an Executive Director, the Board may determine that the Executive Director is to be a Trustee, *ex officio*, while such person is an Executive Director. Any Executive Director who is made an *ex officio* member of the Board shall have the same rights as other Trustees to be present at meetings of the Board and to vote on matters before the Board, other than as relating to the position, performance and compensation of the Executive Director, as determined by the Chair.

SECTION 6. OTHER OFFICERS. The Corporation may also have, at the discretion of the Board, such other officers as it may deem advisable, who shall be designated and appointed by the Board or in such manner as it may authorize. Such other officers shall have such responsibilities and duties as may be specified from time to time by the Board, the Chair or other officers of the Corporation to whom they report.

SECTION 7. ELECTION OF OFFICERS. The Chair, the Treasurer and the Secretary shall be elected by the Board of Trustees to serve for a term of one academic year or until their successors are elected and qualified, unless terminated earlier by the Board in its discretion. Other officers shall serve at the pleasure of the Board, except as the Board may otherwise authorize. Any officer may resign at any time upon written notice to the Corporation, and the resignation shall be effective without acceptance by the Corporation. The rights of the Corporation to terminate an officer, and of an officer to resign, are without prejudice to the rights, if any, of the Corporation and the officer under any contract between the Corporation and the officer.

## ARTICLE VII INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION. To the extent that a California nonprofit public benefit corporation shall have the power to indemnify any past or present trustee, director, officer, employee or other agent, the Corporation shall, upon the written request of the person to be indemnified, indemnify such person in such manner as such person may request, up to the full extent permitted under the laws applicable to California nonprofit public benefit corporations as from time to time in effect. Without limiting the foregoing, to the extent that any such person has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such a person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding to the full extent permitted under the laws applicable to California nonprofit public benefit corporations as from time to time in effect.

SECTION 2. DIRECTORS AND OFFICERS INSURANCE. The Board of Trustees shall have the power to authorize the Corporation to purchase and maintain, on behalf of the Corporation's trustees, directors, officers, employees or other agents, insurance against liabilities asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the



corporation would have the power to indemnify the agent against such liability, subject to such limitations as may be provided pursuant to the laws applicable to California nonprofit public benefit corporations as from time to time in effect.

#### **ARTICLE VIII MISCELLANEOUS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the Corporation shall be determined by resolution of the Board of Trustees.

**SECTION 2. CHECKS.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Trustees.

**SECTION 3. NOTICE.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States or international mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Notices of meetings of the Board of Trustees shall be sufficient if given in the manner provided above including, in the case of telephone and email notice, to an office, residence or cellular phone number, or to any email address, that may appear on the records of the Corporation.

**SECTION 4. AMENDMENTS.** These Bylaws may be altered or repealed and Bylaws may be made by the affirmative vote of a majority of the Trustees then in office.

#### **ARTICLE XIX STATEMENT OF NONDISCRIMINATION**

It shall be the official policy of the Corporation to admit students to all of the rights, privileges, programs and activities of its schools and programs without regard to race, color, gender, sexual orientation, religion, creed, or national and ethnic origin. The Corporation shall not discriminate on the basis of race, color, gender, sexual orientation, religion, creed, or national and ethnic origin in the administration of educational policies, admission policies, any scholarship and loan programs, any athletic program, or any other program administered by the Corporation.