

AMENDED AND RESTATED BYLAWS OF

THE CROWDEN MUSIC CENTER,

a California Nonprofit Public
Benefit Corporation

January 29, 2025

ARTICLE I

NAME, PURPOSE AND PRINCIPAL OFFICE

SECTION 1. NAME. The name of the corporation is The Crowden Music Center (“Corporation”).

SECTION 2. PURPOSE. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Without limiting or restricting the foregoing, the specific purposes of the Corporation are: (a) to operate a school that provides education for children in elementary and middle-school grades; (b) to offer comprehensive musical training programs for children enrolled in the school; (c) to offer community music programs to both enrolled and non-enrolled students to further their music education; (d) to sponsor, host or otherwise provide space for, and/or participate in events and activities that promote the above objectives; and (e) such other acts consistent with the Corporation's general charitable and educational purposes. In all events, the goods and services provided by the Corporation shall be provided without regard to political affiliations, race, color, national origin, ancestry, age, sex, sexual orientation, gender identity, marital status, religion, disability or other characteristic of persons requesting assistance protected by applicable statute. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

SECTION 3. REGISTERED OFFICE. The principal and registered office of the Corporation shall be established and maintained at 1475 Rose Street, Berkeley, California 94702.

SECTION 4. 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. The persons serving on the Board of Trustees are referred to in these Bylaws individually as a "Trustee" and collectively as the "Trustees" or the "Board."

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. POWERS.

a. General Corporate Powers. Subject to the provisions and limitations of nonprofit public benefit corporation laws and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees of the Corporation.

b. Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Board shall have the power to:

i. Appoint and remove, at their sole discretion, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;

ii. Change the principal office from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings;

iii. Adopt, make and use a corporate seal;

iv. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;

v. Invest, or cause to be invested, assets of the Corporation in accounts, properties and other capital assets;

vi. Employ persons for such services as may be required on behalf of the Corporation;

vii. Expend funds and assets of the Corporation in furtherance of the Corporation's purposes;

viii. Enter into contracts, agreements, instruments, and documents in furtherance of the Corporation's purposes; and

ix. Conduct, manage and control the affairs and activities of the Corporation and to make and adopt such rules, policies and regulations therefore which are not inconsistent with the law, the Articles of Incorporation, or these Bylaws, and which they may deem appropriate.

SECTION 2. 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 designated by the Board of Trustees by a resolution duly adopted by a majority of the Board on an annual basis.

SECTION 3. QUALIFICATION. The Corporation recognizes the diversity of the community served by Crowden and is committed to reflecting such diversity in the selection of its Trustees. It shall be the policy of the Corporation to provide opportunities to all eligible persons to serve on the Board without regard to race, color, national origin, ancestry, age, sex, sexual orientation, gender identity, marital status, religion, disability, or other characteristic protected by applicable statute, or political affiliation.

SECTION 4. 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 5. TERMS OF TRUSTEES. Each Trustee shall be elected to serve a three-year term on the Board. The terms of the Trustees shall be staggered so that each year approximately one-third of the Board Trustees shall be elected. A Trustee may serve for a maximum of two consecutive terms, subject to exception where there is either a temporary vacancy to be filled or the Board agrees by resolution passed by a two-thirds majority vote to extend a Trustee's term for an additional one year. In no event shall any Trustee serve more than seven years consecutively; however, a Trustee may be considered for a new term after being off the Board for one year or longer.

SECTION 6. 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 7. 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, any Board member who misses 50% of the scheduled meetings in any one (1) fiscal year shall be deemed to have resigned unless the absences have been excused for extraordinary circumstances, as determined in the sole and absolute discretion of the Board Chair.

SECTION 8. VACANCIES. The Governance Committee shall nominate persons to fill vacancies on the Board of Trustees and persons to serve as the officers of the School. Election of Trustees and officers shall occur solely by Board action. 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 9. 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 any duly elected and acting Trustees in charge of its affairs.

SECTION 10. 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 voting 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. The Board

may also appoint any number of non-voting Advisory Members to each Committee other than Executive Committee, which shall be solely apprised of Board Members. All Trustees and Advisory Members must abide by and sign a Conflict of Interest policy to avoid any potential conflicts by service on a 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 AND OTHER BOARD COMMITTEES; TERM OF OFFICE. The Board of Trustees shall create and designate an Executive Committee and one or more other committees of the Board, including a finance committee, a development committee, and a governance committee. The Executive Committee shall be composed of the Chair, one or more Vice Chairs, the Treasurer, the Secretary, and such additional or other Trustees as the Board may deem to be appropriate. The Executive Committee shall have and exercise all of the powers of the Board in the intervals between meetings of the Board, but shall act on the Board's behalf only in the event of unusual or timely circumstances. The Executive Committee shall not have the power to terminate or appoint the Executive Director and/or Head of School. Each member of the Executive Committee shall be elected by the majority of the Board of Trustees for a two year term. No member of the Executive Committee shall serve more than two consecutive two year terms. Committees other than the Executive Committee shall consist of two or more Trustees in accordance with these bylaws and the charters of such Board Committee.

SECTION 4. AD HOC COMMITTEES. The Board of Trustees may appoint, or authorize the Chair to appoint, such other ad hoc/task forces as deemed necessary. The duties, powers and extent of authority of such ad hoc/task forces will be determined by the Board. Ad Hoc/Task Forces are established to achieve a specific goal or task and have a clear time limit. Membership must have at least one Trustee and may include persons who are not Trustees..

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. The Board of Trustees shall meet for regular meetings no less than four times each calendar year. The Board of Trustees will use best efforts to publicly publish on the Crowden website the dates of its anticipated regular meetings. Notice of the time, date, and place of each meeting shall be given personally to each Trustee, delivered by electronic mail or by telephone (including via voice message) at least 48 hours in advance before the time fixed for the meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Trustees may be called by the Chair of the Board, a Vice Chair in the Board Chair's absence, or, on the written request of any two Trustees, by the Secretary of the Board. The Board Chair shall have the authority to invite non-voting Advisory Members or other guests to any annual, regular, or special meeting of the Board.

SECTION 4. NOTICE OF SPECIAL MEETINGS. Notice of a special meeting shall be given by at least 24 hours' notice sent by email or other electronic means, given by telephone, including by leaving a voice or text 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. The presence of a majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of 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 VIDEO, TELEPHONE OR OTHER COMMUNICATIONS CHANNELS. 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 current Trustees, or members of the Board Committee, shall individually or collectively consent in writing (email to suffice) 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, up to two Vice-Chairs, a Treasurer, a Secretary, and such other officers as may be designated by a two-thirds vote of the Board of Trustees, with which the Board Chair must be in agreement, in accordance with these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary, nor the Treasurer, nor a Vice-Chair 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, shall set the agenda for the Board meeting, 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 Officers of the Corporation may execute contracts and agreements on behalf of the Corporation.

SECTION 3. VICE CHAIR. The Vice-Chair(s) shall have such powers and perform such duties as the Board or these Bylaws may prescribe. In the absence or disability of the Board Chair, the Vice-Chair shall perform all of the duties of the Board Chair and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Board Chair.

SECTION 4. 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

(including but not limited to investments, endowments, and real property), liabilities, receipts, disbursements, gains, losses and capital. The Treasurer shall deposit, or cause to be deposited, all monies 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 other 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 5. 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 to do so, 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. The duties of the Secretary for taking minutes may only be passed to other Board members.

SECTION 6. STAFF LEADERSHIP. The Board of Trustees may appoint one or more individuals to have day-to-day responsibility for the supervision, direction and control of the affairs of the Corporation or, in the event two or more individuals are appointed, for such program or programs as may be designated by the Board. Each individual appointed by the Board shall have such other powers and duties as may be specifically granted from time to time by the Board and/or specified in their job description.

SECTION 7. 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 8. ELECTION OF OFFICERS. The Chair, the Vice Chair, the Treasurer and the Secretary shall be elected by the Board of Trustees to serve for a term of two years, 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. Officers may be elected to serve any number of terms.

**ARTICLE VII
INDEMNIFICATION AND INSURANCE**

SECTION 1. INDEMNIFICATION. The Corporation shall indemnify, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that the person is or was a director or officer of the Corporation.

SECTION 2. LIMITATIONS ON INDEMNIFICATION.

(a) Standard of Conduct. Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Covered Person is proper in the circumstances because the Covered Person has met the applicable standard of conduct provided by applicable law. Such determination shall be made (i) by a majority vote of the directors who are not parties to such Proceeding, whether or not constituting a quorum, or (ii) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

(b) Proceeding Commenced by Covered Person. Except for claims for indemnification following the final disposition of such Proceeding or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

SECTION 3. DIRECTORS AND OFFICERS INSURANCE. The Board of Trustees shall require that the Corporation purchases and maintains, 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 4. AMENDMENTS. These Bylaws may be adopted, 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, and to extend to staff, faculty, and Board members, 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.