

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS
OF
THE SANTA ROSA FRENCH-AMERICAN
CHARTER SCHOOL FOUNDATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Pursuant to the First Amended and Restated Bylaws and the Resolution Adopted by Board of Directors dated April 15, 2015 (collectively, the "Bylaws") of The Santa Rosa French-American Charter School Foundation, a California Nonprofit Public Benefit Corporation ("Corporation"), we, the undersigned, constituting the Board of Directors of said Corporation, hereby unanimously adopt the following resolutions on the 1st day of June, 2015:

WHEREAS, the Board of Directors deem it to be advisable and in the best interests of the Corporation to amend the Bylaws of the Corporation to provide that the nominating committee not be tasked with recommending the officers for the following year, and that Director's elect the officers at the meeting next following each annual meeting;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws of the Corporation are hereby amended to provide that the nominating committee shall not be tasked with recommending the officers for the following year, and that Director's shall elect the officers at the meeting next following each annual meeting;

RESOLVED FURTHER, that as of June 1, 2015, Sections 7.3.3, 7.5 and 9.2 of the Bylaws shall be amended to read, respectively:

"7.3.3 Terms; Election of Successors

Directors shall be elected at each annual meeting of the Board in May of each year for two (2) year terms commencing June 1st of each year. During each annual meeting, four (4) or five (5), as applicable, of the Director positions shall be up for election. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or until the election and qualification of a successor, whichever is later, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. A nominating committee ("Nominating

Committee”) of no less than three (3), who themselves shall not be Directors, shall be appointed by the Board at the regularly scheduled board meeting immediately prior to each annual meeting. The Nominating Committee shall make recommendations to the Board as to who, out of all qualified applicants, should be elected to fill any vacancies on the Board. However, the Board is not required to elect to the Board such recommendations, and may select other qualified candidates for such positions.”

and,

“7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the “annual meeting.” Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.”

and,

“9.2 Election of Officers

The Officers, except those appointed in accordance with Section 9.6.6, shall be elected by the Board at the next regularly scheduled meeting following the annual meeting of the Corporation for a term of one (1) year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.”

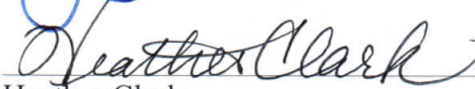
RESOLVED, FURTHER, that the Secretary be, and hereby is, authorized and directed to record such resolution into the Minute Book of this Corporation.

[Signature page follows]


IN WITNESS WHEREOF, the Board of Directors has unanimously executed these resolutions.


Michelle Gervais


Jeff Gospe

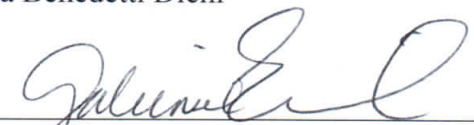

Heather Clark

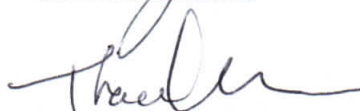

Helene Efron


Brauley McNulty


John Visconsi


Niessia Benedetti Diehl


Galiene Eriksen


Tracy Klein