

**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 (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 24<sup>th</sup> day of May, 2017:

**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 modify the number of Directors as of June 1, 2017 from nine (9) Directors, to no less than seven (7) and no more than eleven (11), provided however, the number of Directors shall be an odd number;

**WHEREAS**, in any year in which the number of Directors increases, such new Directors shall have terms of two (2) years;

**NOW, THEREFORE, BE IT RESOLVED**, that the Bylaws of the Corporation are hereby amended to provide that the authorized number of Directors of the Corporation shall be no less than seven (7) nor more than nine (9) as of June 1, 2017, and in any year in which the number of Directors increases, such new Directors shall have terms of two (2) years;

**RESOLVED FURTHER**, that as of June 1, 2017, Sections 7.1.1, 7.3 and 7.5 of the Bylaws shall be amended to read:

"7.1.1 Number.

The authorized number of directors of the Corporation ("Directors") shall be no less than seven (7) and no more than eleven (11), provided however, the number of Directors shall be an odd number."

and,

“7.3 Terms; Election of Successors

During each annual meeting, the Directors shall determine the number of Directors for the following year starting June 1st. Directors shall be elected at each annual meeting of the Board in May of each year for two (2) year terms commencing June 1<sup>st</sup> of each year. 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 no later than the month 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,

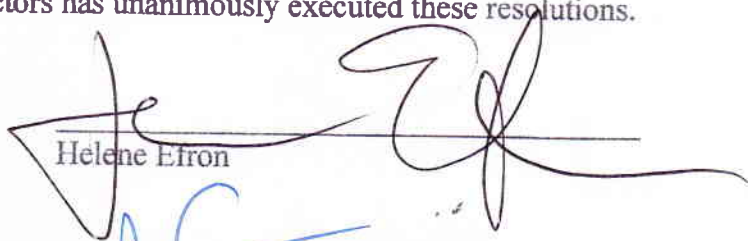
“7.5 Regular Meetings

Each year in May, 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.”


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

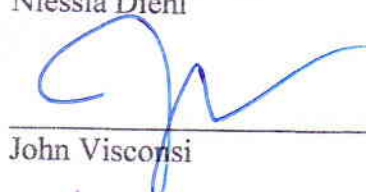
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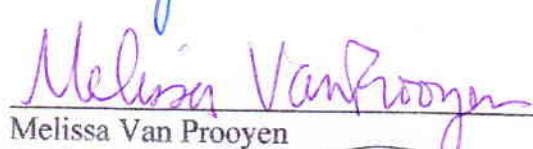
IN WITNESS WHEREOF, the Board of Directors has unanimously executed these resolutions.

  
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Helene Efron


  
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Jeff Gospe

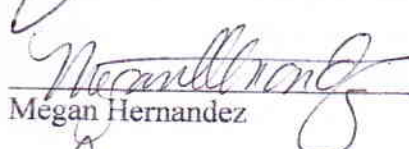
  
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Niessia Diehl

  
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John Visconsi

  
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Melissa Van Prooyen

  
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Brauley McNulty

  
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Galienne Eriksen

  
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Megan Hernandez

  
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Tracey Klein