

BYLAWS
OF
FRENCH AMERICAN SCHOOL OF SILICON VALLEY
(revised February 2014)

ARTICLE I- PRINCIPAL OFFICE

The principal office of the corporation in the State of California shall be located in the County of Santa Clara. The corporation may have such other offices, either within or outside the County of Santa Clara as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

ARTICLE II -MEMBERS

Section 1.

Directors as Members.

The only members of the corporation shall be those persons elected to serve as Directors. The rights, duties and powers of the members shall be governed by these Bylaws as they pertain to Directors.

ARTICLE III- BOARD OF DIRECTORS

Section 1.

General Powers.

The affairs of the corporation shall be managed by its Board of Directors.

Section 2.

Number and Qualifications.

The number of Directors shall consist of four (4) to fifteen (15) individuals. The Head of School, also known as the Director, shall be a member of the Board ex officio, but shall not have a vote.

Section 3.

Election of Directors and Term Limits.

The Board of Directors elects its own successors, by vote of the entire Board. Board elections shall take place at the Board's annual meeting to be held in June each year. Terms are set at three years. A Director is expected to serve at least one three-year term. No Director can serve more than two consecutive terms. After a one year gap, a former Board member may be re-elected to the Board.

Section 4.

Regular Meetings.

The Board of Directors shall hold at least 4 regular meetings annually, on such dates and at such places as the Board may prescribe.

Section 5.

Special Meetings.

Special meetings of the Board of Directors may be called at any time and place, and for any purpose upon request of the President or of two or more Directors.

Section 6.

Notice.

Notice of any special meeting of the Board of Directors shall be given at least 7 days prior thereto by written notice delivered personally, or sent by mail or E-mail to each Director at his/her address as shown by the records of the corporation. Any Director may have notice of any meeting.

Section 7.

Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8.

Waivers and Consents.

The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as those of a meeting held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written (paper or electronic) waiver of notice, or a consent to holding the meeting, or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9.

Action Without Meeting.

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

Section 10.

Compensation.

Directors, as such, shall not receive directly or indirectly any salary, compensation or emolument, as such Director. A Director may be compensated for special services rendered to the Corporation, provided such services have been rendered at the request of a majority of the other Directors in a resolution adopted at any meeting of the Board of Directors.

Section 11.

Removal.

Any Director elected by the Board of Directors may be removed by a two thirds (2/3) majority of the Board whenever in its judgment the best interests of the corporation would be served thereby.

ARTICLE-IV OFFICERS

Section 1.

Officers.

The officers of the corporation shall be a President, a Secretary and a Treasurer. The Board of Directors may elect such other officers as it shall deem desirable. Such other officers shall have the authority to perform the duties prescribed by these bylaws, and such other duties as may be prescribed from time to time by the Board of Directors.

Section 2.

Elections and Term of Office.

The officers of the corporation shall be elected annually by the Board of Directors at the June meeting of the Board for a one year term of office to begin the following September.

Section 3.

Removal.

Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4.

Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.

President.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members. In the absence of the President, the Secretary or the Treasurer shall preside. The President may sign, with the Secretary or other proper officer authorized by the Board of Directors, any deeds, mortgages, leases, contracts, or other instruments which the Board of Directors have authorized to be executed, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.

Treasurer.

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general

perform all the duties incident to the office of Treasurer and such other duties as from time to time shall be assigned to him or her by the President or by the Board of Directors.

Section 7.

Secretary.

The Secretary shall keep the minutes of the meetings of the of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President of the Board of Directors.

ARTICLE V- COMMITTEES

Section 1.

Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

Section 2.

Appointment of Committee Members and Chair.

After a vote of the Board of Directors, the Board shall appoint the members and chair of each committee.

Section 3.

Term of Office.

Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify or shall resign as a member thereof.

Section 4.

Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.

Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

Section 6.

Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7.

Task Forces.

Task Forces not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by the Board of Directors. After a vote of the Board of Directors, the Board shall appoint the task force chair. Any adjustment to the composition of the task force shall be made by the task force chair.

ARTICLE VI-CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1.

Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2.

Checks, Drafts, etc.

All checks, drafts, or orders for payment of money, notes, or other evidence 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 from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President or Secretary of the corporation.

Section 3.

Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4.

Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII-BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII-WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX-AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE X- NON DISCRIMINATORY POLICY OF THE SCHOOL

The school operated by the corporation will admit students of any gender, race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students of the school. It will not discriminate on the basis of race, color, national or ethnic origins in the administration of its educational policies, admission policies, scholarship and loan programs or athletic or other school-administered programs.