

BYLAWS OF THE GERMAN INTERNATIONAL SCHOOL OF SILICON VALLEY*

AMENDED AND RESTATED ON MAY 5, 2022

A California Nonprofit Public Benefit Corporation

NAME AND PRINCIPAL OFFICE

Section 1. Name and Principal Office

1.1. Name

The name of the Corporation shall be the "German International School of Silicon Valley" ("GISSV"). The terms "the Corporation", "GISSV", and "the School" have the same meaning in these Bylaws and will be used interchangeably.

1.2. Principal Office

The Board of Directors (hereinafter referred to as the "Board of Directors" or "Board") shall fix the location of the principal office of the Corporation in the San Francisco Bay Area in the State of California, United States of America. The Board may, by resolution, change the principal office from one location to another. Additional offices may be established and maintained at such place or places as the Board may designate from time to time.

PURPOSE, TAX STATUS AND STRUCTURE

Section 2. Specific Purpose, Nonprofit Status and Structure

2.1. Specific Purpose

The specific purpose for which the Corporation is organized is to educate children in accordance with a curriculum from Germany and a curriculum from California with instruction in the German language and the English language; and to cultivate human and cultural connections and mutual understanding through in-school and out-of-school activities.

2.2. Nonprofit Corporation

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The Corporation is not formed for pecuniary or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of any individual, and no Director, officer, member nor employee of the Corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services rendered such as reimbursement for expenses related to official Board duties.

2.3. Structure of the Corporation

In accordance with the purposes set forth in these Bylaws, the nonprofit public benefit corporate structure of GISSV shall be maintained by the Board of Directors acting in concert with the Foreign Office of the Federal Republic of Germany represented locally by the German Consulate General in San Francisco.

* The translated German version is provided for convenience only. Should a contradiction exist between the English and German version, the English version shall prevail and is legally binding.

MEMBERS

Section 3. Members of the Corporation

3.1. Types of Members

The Corporation shall have two types of members: regular members and honorary members.

(a) A regular member is a member who has paid the membership fee, as determined by the Board and ratified by the Society, for the current academic year and who is either a family member, an individual member, or a corporate member.

- i. A family member comprises the parents and/or guardians of one or more students who are currently enrolled at GISSV
- ii. An individual member is a natural person, age 18 years or older, who is not the parent or guardian of a student currently enrolled at GISSV
- iii. A corporate member is a corporate entity

(b) An honorary member is a member who satisfies the criteria set forth in Section 5 herein.

3.2. Member Rights and Privileges

All members shall have all rights afforded under the California Nonprofit Public Benefit Corporation Law. Except as provided in or authorized by the Articles of Incorporation or the Bylaws, all members shall have the same rights, privileges, preferences, restrictions, and conditions. No member shall hold more than one membership in the Corporation. No membership or right arising from membership shall be transferred.

3.3. The Society

The members of the Corporation are collectively known as the "Society". The terms "Members", "Members of the Corporation", and "Society" have the same meaning and are interchangeable.

Section 4. Admission of Individual, Corporate and Family Members to the Society

4.1. Admission of Family Members

Family members are automatically admitted as members upon enrollment of a student at GISSV and shall pay the annual membership fee.

4.2. Admission of Individual and Corporate Members

A candidate for individual or corporate membership shall apply to the Board in writing, including a written commitment to pay the annual membership fee, and shall become a member upon an affirmative vote of two-thirds (2/3) of the Directors present, provided a quorum has been established, taken by secret ballot. No reason must be given in the event of the rejection of any applicant.

4.3. Admission of Honorary Members

Admission of honorary members is described in Section 5 herein.

Section 5. Honorary Membership

Following nomination by the Board of Directors and an affirmative vote of a majority of the members, a person who has rendered a notable service to GISSV, the German language, or the cultural relations between the Federal Republic of Germany and the United States shall become an honorary member of the Corporation. An honorary member is a member of the Corporation for all purposes and has the right to vote, but is not required to pay the membership fee.

Section 6. Termination of Membership

6.1. Termination

Membership shall terminate upon a member's death, resignation per Section 6.2, or expulsion from the Corporation per Section 7. Membership shall also be terminated upon non-payment of the membership fee; however, no membership shall be terminated for non-payment until after a written reminder is issued to the member regarding payment of fees owed and the member fails to pay within thirty (30) calendar days after issuance of the reminder.

6.2. Resignation

Members may resign from membership at any time by providing written notice to the Board of Directors. Family members must disenroll all children and legal wards upon resignation.

Section 7. Expulsion from Membership

7.1. Expulsion

A member may be expelled from the Society by a resolution by the Board of Directors based on a good faith determination by the Board that the member has damaged the reputation or interests of GISSV. A resolution expelling a member shall require 1) notification to the member of the Board's proposed resolution and the reasons therefor at least thirty (30) calendar days prior to the Board's vote on the proposed resolution; 2) the member be provided an opportunity to comment on the proposed resolution at least five (5) calendar days prior to the Board's vote; and 3) an affirmative vote of two-thirds (2/3) of the Board. The expulsion is effective thirty (30) calendar days after the member is notified of the Board's resolution, unless the member appeals the Board's decision as provided in Section 7.2.

7.2. Appeal

Any member of the Society who is to be expelled pursuant to a resolution of the Board shall have the right to appeal the Board's resolution at a duly held member meeting at which a member quorum is present, if the member in writing requests an appeal within thirty (30) calendar days of receiving notice of the Board's resolution. A Board resolution to expel which has been appealed in a timely manner is effective only upon an affirmative vote by the Society to uphold the Board's resolution.

7.3. Readmission

A member expelled under this section may apply for readmission to the Society at the conclusion of the academic year or thereafter. Readmission to the Society following an expulsion shall require both an affirmative vote by a majority of the directors then in office and an affirmative vote by a majority of the members at a duly held meeting of the Society at which a quorum is present.

7.4. Challenge

Any action challenging the expulsion of a member, including any claim alleging defective notice, must be commenced within one year after the date of the expulsion.

MEMBER MEETINGS

Section 8. Member Meetings Schedule

8.1. Regular Meetings

Two regular meetings of the Society shall be held in the course of each school year: the Fall Meeting and the Spring Meeting:

- (a) The Fall Meeting shall be held no later than October 28 (120 days after the close of the fiscal year), and it shall be informational only, unless the Board provides fifteen (15) calendar days notice that an agenda item requires a vote by the Society.
- (b) The Spring Meeting shall be held no more than three (3) months before the last day of the school year.

8.2. Special Meetings

Special meetings of the Society may be called by the Board or the Board Chair. In addition, special meetings of the Society for any lawful purpose may be called by five percent (5%) or more of the members. When members call a meeting, the verification of the 5% threshold may be performed by the GISSV Administration or by the GISSV Administration in cooperation with the German Consulate in San Francisco.

Section 9. Notice of Member Meetings

9.1. General Notice Requirements

All notices of meetings of the Society shall be sent or otherwise given by the Board Chair or his or her designee in accordance with Section 9 of these Bylaws. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a Fall or Spring Meeting, the notice shall state those matters, if any, that the Board of Directors, at the time of giving the notice, intends to present for action by the members, and (ii) for a special meeting, the notice shall state the general nature of the business to be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

9.2. Notice of Certain Agenda Items

If action is proposed to be taken at any meeting of the Society for approval of any of the following proposals, the notice shall also state the general nature of the proposal:

- (a) Amending the Articles of Incorporation or Bylaws of this Corporation;
- (b) Electing to wind up and dissolve the Corporation.

Member action on such a proposal is invalid unless the notice or written waiver of notice states the general nature of the proposal. Adoption of proposals addressed in this section requires at least two-thirds (2/3) of the member votes cast following the establishment of quorum, and in the case of a proposed amendment to either the Articles of Incorporation or the Bylaws, a vote in accordance with the provisions herein regarding amendments to the Articles of Incorporation and Bylaws.

9.3. Manner of Giving Notice

Notice of any meeting of members shall be given at least ten (10) days but no more than ninety (90) days before the meeting date to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. Notice shall be given by either

- (a) First-class mail or by other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice; or
- (b) Electronic transmission if such notice complies with section 20 of the Corporations Code. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the Corporation under this subdivision after either of the following: (1) The Corporation is unable to deliver two consecutive notices to the member by that means; or (2) The inability to so deliver the notices to the member becomes known to the Secretary, any Vice-Secretaries, or other person responsible for the giving of the notice.

9.4. Adjourned Meeting

Any member meeting, regular or special, whether or not a quorum is present, may be adjourned from time-to-time by vote of the majority of the members present at the meeting. When a member meeting is adjourned to another time or place, to be decided by the Board, notice of the new meeting shall be given by the Board to each member who, on the record date for notice of the adjourned meeting, was entitled to vote at the meeting.

Section 10. Member Quorum

10.1. Quorum at Member Meeting

One-fifth (1/5) of the total number of members shall constitute a quorum for transacting business at a member meeting. Absent members cannot be represented by attending members for purposes of constituting a quorum. In the event that less than one-third (1/3) of the members are present, only those items that have been noticed for the meeting as agenda items shall be considered at said meeting.

10.2. Quorum and Voting

A quorum, once established, shall not be broken by the withdrawal of enough member votes to leave less than a quorum; and a vote will be valid if the majority of votes received is at least the majority needed when the quorum was present.

10.3. Absence of Quorum and Adjournment

In the absence of a quorum, no items may be voted on other than a vote to adjourn the meeting in accordance with Section 9.4. A meeting can be adjourned by the vote of a majority of the members represented in person at the meeting.

Section 11. Duties of the Members

The duties of the members are:

- (a) to approve the minutes of prior member meetings
- (b) to receive the Board Chair's report
- (c) to receive the Head of School's report
- (d) to approve the financial management and annual accounts as presented in the auditor's report
- (e) to approve the annual provisional budget and to receive a report of the annual final budget
- (f) to approve the annual financial statements
- (f) to vote on proposals to acquire assets or to sell assets or to take out loans that exceed the Board's authority as defined in Section 20 of these Bylaws
- (g) to approve any change to the amount of membership dues
- (h) to vote on action items sent to the members with the meeting notice
- (i) to vote on action items at a special meeting, which in accordance with Section 8.2 may include election of directors, disposition of assets, merger or dissolution, changes to the Articles of Incorporation and changes to these Bylaws; or on other action items authorized by the Board to be added to the agenda of a special meeting
- (j) to vote on the expulsion of members who have appealed the Board's decision in accordance with Section 7. 2
- (k) to vote on proposed amendments to the Bylaws
- (l) to elect and remove directors in accordance with these bylaws
- (m) to vote on honorary member nominations

Section 12. Member Voting

12.1 Votes Required to Pass Resolutions

Unless otherwise stated in these Bylaws, the Articles of Incorporation, or the California Corporations Code, the members shall pass resolutions by a simple majority of votes cast in a meeting where a quorum is present. In the event of a tie, a proposal shall be deemed rejected.

12.2 Eligibility to Vote in Election and Removal of Directors

Teachers and employees of the school who are individual or honorary members or who are officers or majority owners of corporate members shall not vote in the election and removal of the Board of Directors.

12.3 Written Ballot

Any action which may be taken at any regular or special meeting of members, including the election of Directors, may be taken without a meeting if a written ballot is distributed by the Board to every member entitled to vote on the matter.

The ballot and any related material may be transmitted electronically and shall be provided in accordance with Section 9 of these Bylaws. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide that the choice selected will be a vote cast accordingly, and provide a reasonable time within which to return the ballot. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. Unless otherwise provided in the Articles of Incorporation or these Bylaws, a written ballot may not be revoked.

Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting.

Section 13. Member Meeting Minutes

- (a) Written minutes shall be kept of the member meetings and shall be signed by the Board Chair and the Board Secretary.
- (b) The minutes of a member meeting shall be posted on the GISSV website portal and provided to the Consul General of the Federal Republic of Germany in San Francisco no later than thirty (30) calendar days after the meeting. Proposed corrections to the minutes shall be submitted in writing to the Board Secretary. The Board Secretary shall make any corrections a matter of record and a subject of discussion in the following member meeting.

BOARD OF DIRECTORS

Section 14. Number of Directors and Permanent Participants at Board Meetings

- (a) The authorized number of directors shall be not more than eleven (11) directors, but not less than nine (9) directors. Members of the Corporation are eligible for election to the Board; however, members of the Parent Association and any paid employee of the school, including the Head of School, teachers, and employees of the Corporation, as well as their immediate relatives and spouses, are not eligible to run for election nor to serve on the Board at any time.
- (b) Without a right to vote, the Consul General of the Federal Republic of Germany in San Francisco, or the Consul General's representative, and the Head of School, shall attend and participate in an advisory capacity at all meetings of the Board of Directors.

Section 15. Additional Participants at Board Meetings

Additional persons may be consulted during Board meetings, or may be invited for consultation on individual points of the agenda.

Section 16. Director Term of Office, Election and Succession

16.1. Term of Office

Directors shall be elected for a three-year term, except that when a complete Board is elected the terms shall be staggered in accordance with Section 16.3. The term of incoming directors shall begin and the term of outgoing directors shall end at the commencement of the first Board meeting after the election.

16.2. Limitation on Multiple Terms

A director may serve up to a maximum of three (3) three-year terms, cumulatively, on the Board. After serving for two (2) consecutive three-year terms, following a two-year waiting period, a director may be re-elected to serve one (1) additional three-year term.

16.3. Staggering of Terms

If a complete Board is to be elected, one-third ($\frac{1}{3}$) of the directors shall be elected for a term of three (3) years, one-third ($\frac{1}{3}$) of the directors shall be elected for a term of two (2) years, and one-third of the directors shall be elected for a term of one (1) year.

16.4. Election Procedure

Members may vote for director candidates at a meeting, by an advance election ballot which is a ballot provided prior to a meeting, or by written ballot. An advance election ballot must be signed and submitted during the time period established in the meeting notice. Advance election ballots do not count in the establishment of a quorum at a meeting. A validly submitted advance election ballot shall be the member's final vote in the election unless

revoked by the member before commencement of the meeting. In the event two (2) or more director candidates receive the same number of votes needed to win, the winner shall be decided by lottery.

Prior to an election, the Board shall create an Ad Hoc Election Committee comprising a director who shall serve as the Election Committee Chair and at least three (3) other members who are not directors. Election timelines are governed by the Election Process Document.

16.5. Campus Balance in Board of Directors

The election shall ensure that the resulting Board has a minimum of two (2) directors from each campus, and that the campus with a majority of members has a majority of directors on the Board. All directors are elected according to the most votes received except if the aforementioned minimum or majority is not met, in which case the following rules apply:

To Ensure a Minimum: If a campus currently has fewer than two (2) directors and if at least one (1) director candidate from that campus is running for election, then the director candidate(s) from that campus with the highest number of votes shall be elected as director(s) until that campus has two (2) seats on the Board.

To Ensure a Majority: If the campus with a majority of members has less than a majority of directors and if at least one (1) director candidate from that campus is running for election, then the director candidate(s) from that campus with the highest number of votes shall be elected as director(s) until a majority of the seats on the Board seats are filled by director candidates from that campus.

16.6. Vacancies on the Board

A vacancy on the Board shall be deemed to exist on the occurrence of any of the following: (1) the death, resignation, or removal of any Director; (2) an amendment to Section 14(a) of these Bylaws by which the number of authorized directors is increased; or (3) the failure of the members to elect the full authorized number of directors.

Any vacancy on the Board which does not result in less than the minimum of authorized directors on the Board shall be filled, at the Board's discretion, at the next regularly scheduled meeting or by written ballot.

16.7. Compensation of Directors

Directors shall serve as volunteers and without compensation, except that the Board may, at its sole discretion, authorize the payment of reasonable expenses incurred by directors in attending meetings or carrying out Board responsibilities.

16.8. Limitations on Interested Persons

No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, excluding any reasonable reimbursement of expenses paid to a director pursuant to Section 16.7 or (b) any close relative of such a person.

16.9. Self-Dealing Transactions

The Board may authorize the Corporation to enter into a transaction between the Corporation and a director, or an entity in which a director has a material financial interest, provided:

- (a) the director with the interest reveals his or her interest to the Board and does not vote on the transaction;
- (b) the transaction is fair and reasonable to the Corporation;
- (c) the Board determines in good faith after reasonable investigation that the Corporation could not reasonably have obtained terms and conditions for such transaction which are materially better from disinterested parties or sources; and
- (d) the Corporation enters into the transaction for its own benefit.

Section 17. Officers and Procedures

17. 1. Officers

Officers of the Corporation who serve on the Board of Directors shall not be compensated for their services. The officers of the Corporation shall be a Chair, a Treasurer, and a Secretary. The Corporation may also have, as determined by the Board, other officers, including one or more vice-chairs, vice-treasurers, vice-secretaries, or other vice-officers; a vice-officer may act in the capacity of the corresponding officer in the officer's absence if so authorized by the officer. Officers and vice-officers are elected by the Board. 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.

(a) Election of Officers

At its first meeting after the election of directors at the Society's Spring Meeting, the Board shall elect officers. All officers, except the Chair, shall hold their respective offices until the next Board meeting after the election of directors at the Society's Spring Meeting or until their resignation, removal or other disqualification from service. All officers shall serve at the pleasure of the Board.

(b) Removal and Resignation

An officer may be removed, either with or without cause, by the Board at any time. An officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect as of the date of the receipt of such notice, at any later time specified therein, or at any other time the Board deems the resignation to be effective. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(c) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies may be filled as they occur and not on an annual basis.

(d) Chair

The Chair shall, when present, preside at all meetings of the Board of Directors and at the meetings of the Society. He or she shall have such other powers, if any, as may be conferred by the Board of Directors. The Chair shall have authority to execute in the name of the Corporation bonds, contracts, deeds, leases, and other written instruments to be executed by the School (except where the signature of the Head of School is required) and shall perform all the duties commonly vested in that office as well as such other duties as the Board of Directors may determine from time to time.

(e) Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees. The minutes of a meeting shall include the time and place of the meeting, the notice given, the names of those present, the proceedings of the meeting, and whether it was a regular or special meeting; and, if special, how authorized. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, the original or a copy of the School's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

(f) Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. All monies and other valuables shall be deposited in the name and to the credit of the Corporation with such depositories as may from time to time be designated by the Board. The funds of the Corporation shall be disbursed upon the check or draft of the Corporation signed pursuant to the order of the Board. When requested by the Chair, the Treasurer shall render an account of the financial condition of the Corporation and shall perform all other duties required of him or her by the Chairperson, the Board, and any committees pertaining to the office of Treasurer.

(g) Additional Officers

The Board may appoint or remove such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

17.2. Procedures

- (a) The Board shall adopt and directors shall adhere to the "Board Business Rules".
- (b) Board meetings shall be conducted at the Board's discretion either in German or in English. Board meeting minutes shall be promulgated in German and in English.
- (c) Directors shall adhere to the current "Board Code of Conduct" and shall sign a Conflict of Interest Form and shall disclose and specify any conflicts to which they are subject.
- (d) Directors shall sign a Non-Disclosure Agreement.

Section 18. Board Quorum, Resolutions, Removal and Resignation of Directors

18.1. Board Quorum

A majority of directors then in office constitutes a Board quorum for the transaction of business, except for the resolutions as provided in Section 18.2 and to adjourn as provided in Section 19.8. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is expressly required by the California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

18.2. Resolutions Requiring Two-Thirds ($\frac{2}{3}$) Majority

The following resolutions require a two-thirds ($\frac{2}{3}$) majority of all directors then in office:

- (a) Amendment of the "Board Business Rules"
- (b) Amendment of the "Board Code of Conduct"
- (c) Any other resolutions necessitated by amendments to the "Board Business Rules"

18.3. Removal of Directors

A director may be removed by the Board upon the affirmative vote of a majority of directors present at a duly held Board meeting at which quorum is present if:

- (a) the Director has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty under Section 5230 et seq. of the California Corporation Code, or
- (b) the Director fails to attend three (3) consecutive Board meetings during any fiscal year.

Any Director may be removed, either with or without cause, by the members of the Society. Such removal shall occur only upon the affirmative vote of a majority at a duly held member meeting at which a quorum is present.

If one of the member meeting agenda items is removal of one or more directors, then the election of one or more new directors to fill any vacancies caused by removal shall also be an agenda item for the same meeting. At the end of such a member meeting, the Corporation shall have a sufficient number of directors to constitute a quorum at meetings of the Board.

At no time shall a person preside over a member meeting at which his or her own removal from the Board is an agenda item. In the event that one of the agenda items is to remove the Board Chair, then the Board Vice-Chair shall conduct the meeting. In the event that the agenda includes removal of the Board Chair and the Board Vice-Chair, then the meeting shall be conducted by the Board Secretary. If the Board Secretary is also being considered for removal, the German Consul General or his or her designee shall conduct the member meeting.

18.4. Resignation of Directors

Any Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the California Attorney General no director may resign if as a result of such resignation the Board would be left without a duly elected director in charge of its affairs.

18.5. Restoration of a Board Minimum

If the Board is left without the minimum number of nine (9) directors as required by these Bylaws due to resignation or a vacancy created under Section 16.6, the Consul General of the Federal Republic of Germany in San Francisco or the Consul General's representative shall appoint a sufficient number of members of the Corporation as provisional directors until the required minimum of nine (9) directors is restored. After the appointment of the provisional directors, the Board shall call a member meeting or election in accordance with these Bylaws at which the provisional directors are either confirmed by the members or, upon written consent of the Consul General or its representative, are replaced by other duly elected directors in accordance with Section 16.

Section 19. Board Meeting

19.1. Place of Board Meeting

Meetings of the Board shall be held at any place within the County of Santa Clara or the County of San Francisco in the State of California, or such other place within the State of California that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the Corporation's principal office.

19.2. Annual Board Meeting

A meeting of the Board shall be held at least once a year. Annual meetings shall be called by the Board Chair or any two directors, and noticed in accordance with Section 19.5.

19.3. Regular Board Meetings

The Board shall hold other regular meetings with or without notice at the times and places fixed by the Board of Directors.

19.4. Special Board Meetings

Special meetings of the Board may be called by the Board Chair when any three directors, the Consulate General of the Federal Republic of Germany, or the Head of School requests a meeting and such meeting is noticed in accordance with Section 19.5.

19.5. Notice

Notice of the annual meeting and any regular and special meetings of the Board shall be given to each director and to the German Consulate of San Francisco at least four (4) days before any such meeting if given by first-class mail or forty-eight (48) hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place and time of the meeting.

19.6. Waiver of Notice

Notice of a meeting need not be given to a director who provides a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, 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 director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

19.7. Participation in Meetings by Conferencing Technology or Electronic Transmission

Directors of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation, as defined in sections 20 and 21 of the California Corporations Code. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting so long as all directors participating in such meeting can hear one another. Participation in a meeting through the use of electronic

transmission by and to the Corporation, other than by conference telephone and electronic video screen communication, constitutes presence at that meeting if both of the following apply: (a) Each director participating in the meeting can communicate with all of the other directors concurrently; and (b) Each director 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.

19.8. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

19.9. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to such action; provided, however, that the consent of any director who is an "interested person" as defined in Section 5233 of the California Corporations Code shall not be required for approval of the transaction. Such consent or consents shall have the same force and effect as any unanimous vote of the directors and shall be filed with the minutes of the proceedings of the Board which shall be provided to the German Consulate of San Francisco.

19.10. Voting Rights

Each director shall be entitled to one (1) vote on all matters before the Board. There shall be no voting by proxy.

Section 20. Duties of the Board

20.1. Oversight and Execution

The Board oversees the affairs of the Corporation, except those for which a resolution by the members is required. The Board shall execute the resolutions of the members which are duly passed by a majority at the member meetings.

20.2. Specific Duties

The duties of the Board shall include but are not limited to the following:

- i. in accordance with the German Guidelines for the Office of the Head of School (*Schulleiter-Dienstordnung*) and the Head of School's employment contract (*Schulleiter-Dienstvertrag*), to select, commit for employment, and dismiss the Head of School and coordinate a performance review of the Head of School;
- ii. to confer with the Head of School on the employment of teachers seconded to GISSV from the German Federal Office for Foreign Affairs (*Bundesamt für Auswärtige Angelegenheiten, BfAA*) and its German Central Agency for Schools Abroad (*Zentralstelle für das Auslandsschulwesen, ZfA*);
- iii. to partner with the Head of School and his/her staff to develop and refine GISSV's strategic goals;
- iv. to partner with the Head of School and his/her staff to develop an annual and/or multi-year operating budget which accounts for long term financial goals for the school and complies with the requirements to qualify for grants provided by the Federal Republic of Germany;
- v. to obtain funding, authorize GISSV's expenditures and monitor adherence to the budget and achievement of the adopted budget goals and ensure the availability of the necessary funds; and decide on loans of one (1) year or shorter term which individually or aggregated with other existing or proposed loans do not exceed thirty percent (30%) of the annual budget;
- vi. to be the legal party in all transactions by the School which involve assets acquired with funds from the Federal Republic of Germany;
- vii. to decide the percentage of budget dedicated to the financial aid program;
- viii. to decide on admission of members, except family members, and on the expulsion of members;
- ix. to convene and set the agenda of member meetings;
- x. to partner with the Head of School to propose, review, evaluate, update, and enforce disciplinary measures stated in any school regulations, rules, contracts, or Bylaws.

20.3. Grants from Germany

Board decisions which have an effect on the scope or nature of grants from the Federal Republic of Germany shall be made in concert with the Consulate General of the Federal Republic of Germany in San Francisco.

20.4. Compliance with Mission and Purpose

In partnership with the Head of School, whose duties and responsibilities are determined in Section 23, the Board shall ensure the School's operations, activities and strategic goals are compliant and in furtherance of the School's mission and purpose.

Section 21. Authorization to Sign

Legally binding documents that require the signature of the Board shall be signed by the Chair and one additional director. Documents signed by the Board which may affect the scope and nature of grants from the Federal Republic of Germany require the prior consent of the Consulate General of the Federal Republic of Germany in San Francisco. Documents signed by the Board concerning the duties and responsibilities of the Head of School shall be brought to the attention of the Head of School prior to the Board signing.

Section 22. Committees

22.1. Committees – In General

The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) Setting the number of directors within the range specified in these Bylaws and electing and removing directors without cause;
- (b) Filling vacancies on the Board or on any committee that has the authority of the Board;
- (c) Amending or repealing Bylaws or adopting new Bylaws;
- (d) Amending or repealing any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appointing other committees of the Board or members of committees of the Board;
- (f) Expending corporate funds for any purpose; or
- (g) Approving any self-dealing transaction within the meaning of Section 5233(a) of the California Corporations Code, except as provided in Section 5233(d)(3) of the California Corporations Code.

Any such committee must be created, together with rules for its governance, provided such rules are consistent with these Bylaws, and the members thereof appointed, by a resolution of the Board, and any such committee may be designated by such name as the Board shall specify. Minutes shall be kept of each meeting of such committee and made available to the German Consulate of San Francisco. Vacancies in the membership of any committee shall be filled by action of the Board.

22.2. Standing Committees

The Board of Directors shall, by a majority vote of the directors then in office, appoint committee members for the following standing Board committees.

- (a) Executive Committee. The Executive Committee shall consist of at least three but no more than five directors, and shall have and exercise all the authority of the Board in the intervals between meetings of the Board, except as restricted by law and/or as provided in these Bylaws.
- (b) Governance Committee
- (c) Finance Committee
- (d) Advancement Committee
- (e) Audit Committee
- (f) Diversity and Inclusion Committee
- (g) Risk Committee

22.3. Advisory Committees

The Board of Directors may establish one or more advisory committees to the Board. The members of any advisory committee may consist of directors or non-directors or both and may be appointed by a majority vote of the directors then in office. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the School, to manage or direct the affairs of the School, or to bind the School in any way, but shall

be restricted to making recommendations to the Board or Board Committees, and to implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

MISCELLANEOUS REGULATIONS

Section 23. Rights and Responsibilities of the Head of School

Rights and responsibilities of the Head of School are governed by the German Head of School employment contract (*Schulleiter-Dienstvertrag*), the German Guidelines for the Office of the Head of School (*Schulleiter-Dienstordnung*), GISSV regulations, the teachers conference regulations (*Konferenzordnung*), and local, state, and federal law of the United States. Notwithstanding the Head of School's rights and responsibilities from all sources, the Head of School shall perform his or her duties in compliance with local laws, the laws of California, and the laws of the United States.

Section 24. Participation of Teachers, Students and Parents

The Board shall ensure that the policies of GISSV allow for the participation and involvement of teachers, students, and parents in GISSV activities.

Section 25. Audit and Fiscal Year

25.1 External Auditor

Annually, the Board of Directors shall hire a qualified external auditor who shall submit to the Board of Directors an audit of the Corporation's financial statements in accordance with customary audit standards.

25.2 Fiscal Year

The fiscal year of the Corporation shall run from July 1 through the following June 30.

Section 26. Regulatory Relationships of GISSV

26.1 Laws of California

The tasks and duties, governance, and legal status of the Corporation are determined by these Bylaws in accordance with the laws of the State of California.

26.2 Regulatory Relationships

As a member of the German Schools Abroad (*Deutsche Auslandsschulen*), GISSV maintains a regulatory relationship with agencies in the Federal Republic of Germany and with regulatory agencies in California. Accordingly, GISSV recognizes the following relationships with:

- (a) the State of California: compliance with applicable laws and regulations for education and accreditation;
- (b) the German Foreign Office (*Auswärtiges Amt, AA*) and the Federal Government of Germany (*Bundesregierung*), the German Federal Office for Foreign Affairs (*Bundesamt für Auswärtige Angelegenheiten, BfAA*) and its Central Agency for German Schools Abroad (*Zentralstelle für das Auslandsschulwesen, ZfA*): compliance with conditions for receiving the benefits of a German School Abroad (*Deutsche Auslandsschule, DAS*) and for receiving grants;
- (c) the German Standing Conference of the Ministers of Education and Cultural Affairs (*Kultusministerkonferenz, KMK*): compliance with the curricula and student examinations and other criteria for recognition as a German School Abroad (*Deutsche Auslandsschule, DAS*), and rules for working conditions for teachers.

Section 27. Amendment of the Bylaws

27.1 Member Vote

These Bylaws may be amended by an affirmative vote of two thirds ($\frac{2}{3}$) of the members attending a member meeting at which a quorum is present or by two thirds ($\frac{2}{3}$) of the members in a vote by written ballot in which a member quorum returns completed ballots.

27.2 Foreign Office Consent

Any amendment of the Bylaws requires the consent of the Foreign Office of the Federal Republic of Germany (*Auswärtiges Amt*) except to the extent such amendment is required or regulated by California law or a failure to make such amendment creates a conflict with California Law, in which case the Foreign Office shall be given notice of the intended amendment and of the reasons for it. For any amendment of the Articles of Incorporation, the Foreign Office shall be given notice of the intended amendment and provided the reasons for it.

Section 28. Approval of Affiliate's Rules and Procedures

All rules and procedures promulgated by entities affiliated with GISSV require Board approval to ensure consistency with these Bylaws.

Section 29. Dissolution of the Corporation and Dedication of Assets

The Corporation is a nonprofit corporation, organized under the California Nonprofit Corporation Law for educational purposes and not for the private gain of any person. The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings, surplus, or assets of the Corporation ever shall inure to the benefit of any director or officer or to the benefit of any private individual whatsoever (except that reasonable compensation may be paid for services rendered to or for the Corporation to achieve one or more of its purposes).

The Corporation may elect voluntarily to dissolve by an affirmative vote of three-quarters ($\frac{3}{4}$) of all members or in accordance with the provisions of California Corporations Code Section 6610(b). Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations thereof, any assets of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and such organization(s) must be approved as the recipient(s) by the Foreign Office of the Federal Republic of Germany.

Section 30. Annual and Other Reports

30.1. Annual Statement of Certain Transactions

The Corporation shall furnish annually to its directors and members, within one hundred twenty (120) days after the close of the Corporation's fiscal year, a statement that briefly describes each of the following transactions, if any:

- (a) Any "covered transaction" during the previous fiscal year involving more than twenty-five thousand dollars (\$25,000), or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than twenty-five thousand dollars (\$25,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and
- (b) Any indemnification or advance aggregating more than five thousand dollars (\$5,000) paid during the fiscal year to any officer or director of the Corporation pursuant to the law providing for the indemnification of officers and directors. The amount and circumstances of such indemnification should be stated.

Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which the Corporation, its parent, or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of the Corporation, or its parent or subsidiary; or any holder of more than ten percent (10%) of the member voting power of the corporation, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this section.

The statement required by this section shall be included in the report prepared pursuant to Section 30.2.

30.2. Annual Report

The Board shall cause to be prepared within one hundred twenty (120) days after close of the Corporation's fiscal year, for the Board's own use and for whatever further use the Board may duly authorize, a report containing in appropriate detail the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 30.1.

The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission, as that term is defined in Section 20 of the Corporations Code.

Section 31. Whistleblowing Policy

The Corporation shall establish and abide by a separate "Whistleblowing Policy" which prevents retaliation against individuals who report violations of the law.

Section 32. Joint Venture Policy

The Corporation shall establish and abide by a separate "Joint Venture Policy" which requires the School to negotiate, in its transactions and arrangements with other members of any joint venture, terms and safeguards necessary to ensure the Corporation's tax exempt status is protected.

Section 33. Compensation Policy

The Corporation shall establish and abide by a separate "Compensation Policy" for determining that compensation is fair and reasonable and not excessive to avoid excess benefit transactions.

Section 34. Non-Discrimination Statement

GISSV admits students of any gender, race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at GISSV. It does not discriminate on the basis of gender, race, color, national origin, or ethnic origin, in the administration of its educational policies, admission policies, tuition assistance programs, and athletic and other GISSV-administered programs.

Section 35. Prohibition on Partisan Political Activities

No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, including any measure being submitted to the people for a vote, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 36. Indemnification and Insurance

36.1 Right of Indemnity

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending, or completed action or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of

another corporation or of a partnership, joint venture, trust or other enterprise (other than in an action or proceeding by or in the right of this Corporation to procure a judgment in its favor, an action brought under California Corporations Code Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), shall be indemnified and held harmless by the Corporation to the fullest extent permissible under California law if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The amount of such indemnity shall be as much as the Board determines and finds to be reasonable, or, if required by California law, the amount of such indemnity as the court, if application is made to it, determines and finds to be reasonable.

36.2. Approval of Indemnity

On written request to the Board of Directors in each specific case by any agent seeking indemnification under Section 36.1, to the extent that the agent has been successful on the merits in the action or proceeding for which the agent seeks indemnification, the Board shall promptly authorize indemnification in accordance with California Corporations Code Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in California Corporations Code Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

36.3. Advancing Expenses

To the fullest extent allowed by California Corporations Code Section 5238, and except as otherwise determined by the Board of Directors in specific instances, the Board shall have power to authorize the advance of expenses incurred by or on behalf of an agent of the School in defending any proceeding prior to final disposition, if

- (a) the Board finds that the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent submits a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

36.4. Requirement to Obtain Liability Insurance

The Corporation shall purchase and maintain directors' and officers' liability insurance. Directors and officers shall be covered to the extent permitted under the California Corporations Code and consistent with the terms of any such policy.