

AMENDED AND RESTATED BYLAWS

DON BOSCO TECHNICAL INSTITUTE
(Effective November 1, 2024)

A California Nonprofit Religious Corporation

The following Amended and Restated Bylaws were duly adopted by the Board of Trustees (the "Board") of Don Bosco Technical Institute ("DBTI") at their meeting on August 13, 2024.

ARTICLE I
PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation shall be located in the County of Los Angeles, State of California.

ARTICLE II
MEMBERSHIP

- 2.1. The trustees of the corporation shall also be the members of the corporation.
- 2.2. No person who is now, or who later becomes a trustee or member of this corporation shall be personally liable to its creditors for any indebtedness or liability and any and all creditors of this corporation shall look only to the assets of this corporation for payment.
- 2.3. Neither the members nor the trustees of this corporation shall have any liability for dues or assessments.
- 2.4. The corporation shall not make any distribution of any gains, profits or dividends to any member as such.
- 2.5. No member other than the Chair, the Chair Elect, or the President shall communicate on behalf of the Board with the Faculty, Staff, parents, students, or speak on behalf of the Board, without the prior consent of the full Board or the Executive Committee.

ARTICLE III
TRUSTEES

- 3.1 Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the overall direction of the Board. The Board hereby delegates the day-to-day management of the activities of the corporation to the President and Principal, and those persons selected by the President and Principal, provided that all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 Number of Trustees. The authorized number of trustees of the corporation shall be up to thirty (30). Of the trustees of this corporation, at least two shall always be Roman Catholic priests possessing faculties from the Ordinary of the Archdiocese of Los Angeles; at least three shall always be members from the Salesians of Don Bosco, and the remainder shall always be laypersons. The President of DBTI, and the President of the Alumni Association shall be ex officio members of the Board. Two (2) of the Trustees (non-voting) shall be members of, and recommended by, the Faculty and/or Staff. One (1) of the Trustees (non-voting) shall be a member of, and recommended by, the Parents Council.

3.3 Election and Term of Office. The terms of office of the members of the Board of the corporation shall be for three (3) years, or until their successors are elected or appointed and qualified. Members shall serve a maximum of three (3) consecutive terms (9 years). Members of the Board shall be eligible for re-election until the three-term limit is reached. Upon reaching the 3-term limit, Board members must have a minimum one-year hiatus from Board membership before being considered for a Board seat. In the case where a Board Officer has reached his/her 3-term limit, an extension may be granted by Board vote to accommodate Board officer role requirements and/or succession plans.

Subject to approval of the Board, the Ecclesiastical Superior shall fill the Salesian vacancies by presenting to the Board of Trustees nominees for such vacancies. The selection of such ecclesiastical trustees shall be from such lists. Those trustees who are priests possessing faculties from the Ordinary of the Archdiocese of Los Angeles shall be appointed by the said Ordinary, subject to approval of the Board, or by the Board with approval of the Archbishop or his Vicar General, and vacancies shall be filled by such Ordinary. The Faculty/Staff shall recommend two (2) Trustees and the Parents Council shall recommend one (1) Trustees, all subject to approval of the Board.

3.4 Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation, removal or expiration of the term of any trustee, or if the authorized number of trustees be increased. Vacancies on the Board shall be filled in the same manner as election and appointment.

3.5 Removal or Resignation of Trustees. A trustee may be removed with cause from the Board by a vote of the majority of the Board. A trustee, other than trustees serving by appointment by the Ecclesiastical or the Ordinary, may be removed without cause by the vote of two-thirds of the members of the Board. Any trustee who ceases to be qualified within the limitation of the Articles of Incorporation, shall automatically cease to be a trustee.

A trustee may resign at any time, which resignation shall be effective on giving written notice to the Chair or the Secretary, of the Board of Trustees, unless a notice specifies a later time for the resignation to become effective.

3.6 Place of Meeting. Regular meetings of the Board of Trustees shall be held at any place which has been designated from time to time. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

3.7 Regular Meetings. The annual meeting shall normally be held in June or August. Regular meetings of the Board shall be held bi-monthly thereafter.

3.8 Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by any member of the Executive Committee or by any two (2) trustees.

Special meetings of the Board shall be held upon not less than four (4) days' notice by first class mail, electronic mail or not less than forty-eight (48) hours' notice given personally or by telephone. Any such notice shall be addressed or delivered to each trustee at such trustee's address as it is shown upon the records of the corporation or may have been given to the corporation by the trustee for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the trustees are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Written notice may also be given by personal delivery or electronic mail to the recipient and shall be deemed to have been given at the time of delivery. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient, who the person giving the notice has reason to believe will promptly communicate it to the recipient.

3.9 Quorum. The majority of the voting board members shall constitute a quorum for transacting official business of the corporation. When members are unable to be physically present, they may fully participate by teleconference. The technology must enable board members to hear the other member(s) not physically present and enable the member(s) not physically present to hear the board discussion. 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 regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

3.10 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

3.11 Waiver of Notice. Notice of a meeting need not be given to any 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 such trustee. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meeting.

3.12 Adjournment. A majority of the trustees present, whether or not a quorum is present, may adjourn any trustee meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent trustees if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given

prior to the time of the adjourned meeting to the trustees who were not present at the time of adjournment.

- 3.13 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all sitting members of the Board shall individually consent in writing or telephonically to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.
- 3.14 Presumption of Assent. A trustee of the corporation, who is present at a meeting of the Board at which action on any corporation matter is taken, shall be presumed to have assented to the action taken, unless the person's dissent shall be entered in the minutes of the meeting, or unless the person shall file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.
- 3.15 Transaction in Which a Trustee has a Financial Interest. Any transaction involving the corporation in which a trustee has a financial interest shall be governed by the provision of Section 9243 of the California Nonprofit Religious Corporation Law, as it may be amended from time to time.

ARTICLE IV OFFICERS

- 4.1. Officers. The officers of this corporation shall be a Chair, Chair-Elect, President, Secretary and Treasurer. The immediate Past Chair may assist the incoming Chair with transition and will be recognized with the designation Past Chair for a term of one year. The Board shall have the power likewise to create such other offices as may from time to time be desirable and necessary to effectively carry out the purposes of this corporation. Officers shall be members of the Board. Officers may hold more than one office, except that the Secretary or Treasurer may not serve concurrently as the Chair, Chair-Elect, or President. All of the officers shall be elected by the Board.
- 4.2. Election and Terms. The officers of the corporation shall be elected annually by the Board at the annual meeting for a one-year term, or until the person(s) shall resign or shall be removed or otherwise be disqualified to serve, or their successor(s) shall be elected and qualified. Officers of the corporation shall be eligible for re-election, except that the Chair shall not serve more than two (2) consecutive one (1) year terms.
- 4.3. Removal and Resignation. Any officer elected by the Board may be removed by the Board, either with or without cause, but such removal shall be filled in the manner prescribed in the Bylaws for regular appointments to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

- 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled in the manner prescribed in the Bylaws for regular appointments to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.
- 4.5. Chair. The Chair of the corporation shall preside at all meetings of the Board and shall establish all committees the members of whom are not otherwise appointed by the Board. Neither the Chair nor the Chair-Elect shall be a paid employee, consultant, or other individual receiving, directly or indirectly, any compensation from DBTI.
- 4.6. Chair-Elect. The Chair-Elect shall initially be elected at the same time as the Chair and shall serve a term equal to that of the Chair, as extended. Upon completion of the term of the Chair, the Chair-Elect shall assume the office of the Chair without further action of the Board and a new Chair-Elect shall be elected by the Board. In the absence or disability of the Chair, the Chair-Elect shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the Chair.
- 4.7. President. The President shall be charged with the general supervision, management and control of all the business and affairs of the corporation, and shall have all of the ordinary and corporate powers of a president. The President is the Chief Executive Officer of the corporation. He/she shall annually submit to the Board a budget for the ensuing fiscal year of the corporation. He/she shall keep the Board informed as to the discharge of his/her duties and shall present to the Board reports of the general condition of those phases of the corporation as are under his/her jurisdiction with such comments and suggestions as he/she deems pertinent.
- 4.8. Vice-President. In the absence or disability of the President, the vice-president, if any, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed by the trustees.
- 4.9. Treasurer. The Treasurer is responsible to receive and take charge of and, under the control of the Board, to disburse all the funds of the corporation. He/she shall keep regular accounts in books belonging to the corporation, which shall be open to the inspection of any members of the Board. At the annual meeting, he/she shall provide a full report of receipts and disbursements of the past year, suitably classified, and of all outstanding obligations of the corporation, with an estimate of the resources and probable expenses of the coming year, and he/she may make any suggestions pertinent thereto that he/she may deem proper.
- 4.10. Secretary. It shall be the duty of the Secretary to ensure that a record is kept of all the proceedings of all members of the corporation, of the Board, and of all matters of which a record shall be ordered by the corporation. The Secretary shall notify the officers and all members of committees of their election or appointment and the Secretary shall insure that notice of all meetings and a record of the names and addresses of all members and trustees are kept on file. The Secretary shall perform such other functions and duties as shall be assigned by the Board. It shall be the duty of the Secretary to ensure that a copy of the Minutes of the Regular, Special and Annual Meetings is sent, to the members of the Board.

ARTICLE V COMMITTEES

- 5.1. Appointment of Committees. At the annual meeting the Board shall appoint the various committees of this article and the respective chairmen. The committees will serve for one year.
- 5.2. Meetings. The regular and special meetings and other actions of the committees shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Complete minutes shall be kept of each meeting of each committee and distributed promptly to members of the Board.
- 5.3. Executive Committee
- (a) The Executive Committee shall consist of the Chair, the Chair-Elect, the President, Secretary, Treasurer, one Trustee selected by the Archdiocese of Los Angeles, one Trustee selected by the Salesians of Don Bosco, and the Past Chair if that position is filled. The Past Chair will be a non-voting member of the Executive Committee. Vacancies in the Executive Committee may be filled at any meeting of the Board. The Chair shall be the Chair of the Executive Committee.
 - (b) The Executive Committee shall manage the business and affairs of the Board, subject to the limitations set forth in Section 5.9 of this Article V, while the Board is not in meeting.
 - (c) The Executive Committee shall meet at least once between regular board meetings. Special meetings may be called by the Chair, the Chair-Elect, the President, or by any two (2) or more members of the Executive Committee.
 - (d) A majority of the members of the Executive Committee shall constitute a quorum, but the affirmative vote of the majority of the whole committee shall be necessary in every case. The Committee may formulate further rules and regulations governing the conduct of its business.
 - (e) All proceedings, actions, and minutes of the Executive Committee shall be reported to the Board after approval by the Executive Committee. Actions taken by the Executive Committee shall be reviewed at the next Board of Trustees meeting.
- 5.4. Finance Committee
- (a) The Board shall appoint a Finance Committee and its Chair. The committee will be composed of at least three (3) members, including the President, the Treasurer and other members of the Board of Trustees.
 - (b) The Finance Committee shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations with respect thereto to the Board. It shall review major financial or property transactions, prior to consummation of the transactions, not provided for in the budget and submit proposed variances with recommendations to the Board or Executive Committee.

- (c) The Finance Committee shall direct the investment of all funds of the school, including the power to effect purchases, sales and exchanges of securities and other investment assets of the school other than real property. The Committee may employ investment counsel and may delegate authority to purchase or sell securities for the account of the school to such investment counsel or to any officer of the school subject to such limitations as the Committee may impose. The Committee shall report changes in investments to the Board at each regular Board of Trustees meeting.
- (d) The Finance Committee shall have jurisdiction to designate the type and location of investment accounts, the purpose for which the account is to be used, and the selection of personnel authorized to withdraw funds from such accounts.
- (e) The Finance Committee shall, in coordination with the President and Director of Finance, establish procedures for receiving and disbursing money with the view to minimizing interest costs and maximizing interest income subject to the preservation of the principal.
- (f) The Finance Committee shall have jurisdiction over all loans obtained by the school, either secured or unsecured. This authority shall include selection of the lending institution, negotiation of loan terms, conditions and limits. It shall also designate the individuals authorized to draw funds against approved loans and shall establish guidelines covering procedures for the withdrawal and the repayment of loan funds. All new loans that increase total borrowings must be approved by the Finance Committee and the Executive Committee.
- (g) The Finance Committee shall monitor the resolutions and decisions taken by the Board to see that such resolutions and decisions have been acted upon or are in progress.

5.5. Audit Committee

- (a) The Board shall appoint an Audit Committee and its Chair. The Audit Committee should be composed of at least three (3) Board members. Members of the Finance Committee may serve on the Audit Committee with the limitation that the Chair of the Audit Committee may not serve as the Finance Committee Chair and Finance Committee members cannot comprise fifty percent or more of the Audit Committee
- (b) The Audit Committee shall make arrange for the annual audit. The Audit Committee shall make recommendations for the selection of the audit firm, the timely completion of the audit and approve a fair price for the audit. The Audit Committee should review the finished audit and make recommendations to the Board on acceptance of the audit findings.

- 5.6. Development Committee. The Board shall appoint a Development Committee and its Chair at the annual meeting. The committee will consist of at least three (3) members of the Board, plus the Chair and President as ex-officio members, and other persons as may be appointed by the Board. The Development Committee will work to ensure that contributions are solicited from individuals, corporations and foundations for the school's benefit by the school's Development Office. The Development Office will coordinate its work with the Development Committee.
- 5.7. Planning Committee. The Board shall appoint a Planning Committee and its Chair at the annual meeting. The committee will consist of at least three (3) members of the Board, plus the President as an ex officio member, and other persons from the school, the alumni association, and the community. The Planning Committee will develop, recommend and review long range goals and short-term objectives.
- 5.8. Nominating Committee
- (a) The Board shall appoint a Nominating Committee and its Chair at the annual meeting. This committee will be composed of three (3) members of the Board.
 - (b) The Committee shall present, at least ten (10) days prior to the Board meeting at which an election or appointment is scheduled to take place, nominations for Trustees to be elected by the Board, and for Chair, Chair-Elect, President, Secretary/Treasurer, and other officers of the Board, and committee Chairships.
- 5.9. The Board may appoint one or more other committees, each consisting of two or more trustees, and delegate to such committees any of the authority of the Board except with respect to:
- (a) The election, appointment or removal of any director or officer of the corporation;
 - (b) The approval of any action for which the Articles of Incorporation or Bylaws require the approval or consent of the membership;
 - (c) The amendment or repeal of the Articles of Incorporation or Bylaws or the adoption of new Bylaws;
 - (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - (e) The appointment of other committees of the Board or the members thereof;
 - (f) The adoption of a plan of merger or a plan of consolidation with another corporation;
 - (g) Authorization of the sale, lease, exchange or mortgage of any property and assets of the corporation;
 - (h) Authorization of a voluntary dissolution of the corporation or revoking proceeding therefor;

- (i) Adoption of a plan for the distribution of the assets of the corporation;
 - (j) The approval of any self-dealing transaction, as such transactions are defined in Section 9243 (a) of the California Nonprofit Religious Corporation Law, except as provided in Section 9243 (d) (3) thereof.
- 5.10. Any such committee must be created, and the members thereof appointed by resolution of the Board. The Board may appoint, in the same manner, alternate members of any committee. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, they shall be governed by the provisions of this Article V applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee along with recommendations to the Board. Recommendations shall be discussed and acted upon at subsequent Board of Trustees' meetings.
- 5.11. Advisory Committee. The Board may establish an Advisory Committee, none of whom shall be members of the Board of this corporation. Said Advisory Committee shall be chosen by the Board. Said Advisory Committee shall assist the Chair and the other officers, and shall advise with respect to any activities of the corporation. The Advisory Committee may also initiate suggested actions, which shall be submitted to the Executive Committee and the Board for their proper action.

ARTICLE VI INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS

The corporation shall have the power to indemnify its officers, trustees, employees and agents to the extent and in the manner provided in Section 9246 of the California Religious Nonprofit Corporation Law, as it may be amended from time to time.

ARTICLE VII RECORDS AND REPORTS

- 7.1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the trustees at all reasonable times during office hours.
- 7.2. Maintenance and Inspection of Other Corporate Records. The accounting books, records of the corporation, lists of names and addresses of Trustees and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

- 7.3. Inspection by Trustees. Every trustee shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE VIII GENERAL PROVISIONS

- 8.1. Endorsement of Documents, Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair or Chair-Elect and the Secretary/Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers have no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by a contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
- 8.2. Representation of Shares of Other Corporations. The Chair or any other officer or officers authorized by the Board or the Chair are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.
- 8.3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.
- 8.4. Amendments. New Bylaws may be adopted, or these may be amended or repealed by a vote of a majority of the Board.
- 8.5. Corporate Seal. The corporation shall have a corporation seal, consisting of a circle having on its circumference the words "Don Bosco Technical Institute, Incorporated February 7, 1980."

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Don Bosco Technical Institute; and
2. That the foregoing Amended Bylaws, comprising pages 1-11, constitute the Amended Bylaws of said corporation, as duly adopted at a meeting of the Board thereof, duly held on December 3, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation on this day of 2024.

ss: John Krakowski
Secretary