

**BYLAWS
OF
PROJECT READ - MENLO PARK LITERACY PARTNERS
(a California Nonprofit Public Benefit Corporation)**

**ARTICLE 1
NAME**

The name of this corporation is Project Read - Menlo Park Literacy Partners (the "Corporation").

**ARTICLE 2
OFFICES**

Section 2.1. Principal Office. The principal office of the Corporation shall be located at 800 Alma Street, Menlo Park, California 94025.

Section 2.2. Change of Address. The designation of the Corporation's principal office may be changed from time to time by the Board of Directors of the Corporation (the "Board").

Section 2.3. Other Offices. The Corporation may also have offices at such other places, within or without the State of California, as its business and activities may require, and as the Board may, from time to time, designate.

**ARTICLE 3
PURPOSE**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law, as amended from time to time (the "CNPBCL"), for public and charitable purposes. The specific purpose of this Corporation is to promote and facilitate adult and family literacy in Menlo Park, California and surrounding areas by supporting Project Read – Menlo Park ("PRMP"), a program of the Menlo Park Library and the City of Menlo Park, in becoming a healthy and sustainable program and to carry on other charitable and educational activities associated with this goal as allowed by law. In furtherance of this purpose, the Corporation shall, among other things:

- (a) raise funds to support the budget for programs, activities and goals of PRMP;
- (b) raise funds to augment and support staff, including executive leadership, for PRMP;
- (c) provide an oversight function with regard to PRMP, as the Corporation deems appropriate;
- (d) conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

ARTICLE 4 MEMBERS

The Corporation shall have no members. Any action which would otherwise require approval by the members of the Corporation shall require only the approval of the Board.

ARTICLE 5 DIRECTORS

Section 5.1. Powers. Subject to the provisions of the California Nonprofit Corporation Law, as amended from time to time (the “CNCL”), CNPBCL and any limitations in the Articles of Incorporation of the Corporation (the “Articles”) and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, or committee, however composed; provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.2. Number of Directors. The authorized number of directors of the Corporation, which shall constitute the entire Board, shall be not less than three (3) or greater than fifteen (15) until changed by a duly adopted amendment to these Bylaws. The exact number of directors shall be fixed within such range from time to time by a duly adopted resolution of the Board. No reduction in the authorized number of directors shall itself serve to shorten the term of any incumbent director.

Section 5.3. Election of Directors; Term. Directors of the Corporation shall be elected annually, on a staggered basis, by the affirmative vote of a majority of directors present at a meeting duly held at which a quorum is present and shall hold office until his or her successor is elected and qualified or, if earlier, until his or her death, resignation or removal. At the first annual meeting, the Directors shall be divided into three approximately equal groups and designated by the Board to serve one, two, or three year terms. Thereafter, the term of office of each Director shall be three years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and CNPBCL.

Section 5.4. Ex Officio Director. There shall always be one director of the Corporation who holds the position of director in an "ex officio" capacity by virtue of his or her role as a staff member of PRMP (the “Ex Officio Director”). The Ex Officio Director shall be designated by the most senior staff member of PRMP (the "Senior Staff Member") to represent PRMP on the Board of the Corporation, and shall not be subject to election, a staggered term or to any other restrictions as to term. Notwithstanding the foregoing, the Senior Staff Member may, at any time and for any reason, designate a replacement Ex Officio Director.

Section 5.5. Resignations. Any director of the Corporation may resign effective upon giving written notice to the Board, the Chairman of the Board, the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation

specifies effectiveness at a future time, a successor may be elected pursuant to Section 5.6 to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no director may resign if such resignation would leave the Corporation without a duly elected director or directors in charge of its affairs.

Section 5.6. Removal. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the other directors then in office.

Section 5.7. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in case of death, resignation or removal of any director, or upon increase in the authorized number of directors or if, for whatever reason, there are fewer directors on the Board than the full number authorized. Such vacancy or vacancies may be filled by the remaining directors, though less than a quorum, or by a sole remaining director.

Section 5.8. Time and Place of Meetings.

(a) Place of Meetings. Meetings of the Board shall be held at any place within or without the State of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

(b) Participation by Telephone. Directors may participate in a meeting of the Board through use of conference telephone, videoconference or similar communications equipment, so long as all directors participating in such meeting are able to hear one another. Such participation shall constitute presence in person at such meeting.

(c) Annual Meeting. The Board shall hold a regular annual meeting for purposes of election of officers and the transaction of other business. Notice of annual meetings must be provided in accordance with Section 5.8.

(d) Other Regular Meetings. Other regular meetings of the Board shall be held at such times, places and dates as fixed by the Board; provided, however, that if the date for such a meeting falls on a legal holiday, then such meeting shall be held at the same time on the next full business day. Notice of other regular meetings must be provided in accordance with Section 5.8.

(e) Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, the President or any directors representing at least one-third of the authorized number of directors. Notice of special meetings shall be provided in accordance with Section 5.8.

Section 5.9. Notice of Meetings.

(a) Method. Notice of the date, time and place of all meetings of the Board shall be (i) delivered to each director at least forty-eight (48) hours before the meeting (A) personally, in writing, (B) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or (C) by facsimile, electronic mail or other electronic means, (ii) sent in writing to each director at least four (4) days before the meeting by first-class mail, postage prepaid, or (iii) provided to each director by other means specifically

permitted under the CNCL. Such notice may be given by the Secretary of the Corporation or by the person or persons who called such meeting. The notice of any regular or special meeting need not specify the purpose of the meeting.

(b) Waiver. Any requirements of furnishing a notice shall be waived by any Director who signs a waiver of notice before, at its commencement or after the meeting, or who attends the meeting without protesting (either prior to or at its commencement) the lack of notice to such Director.

Section 5.10. Quorum for Meetings. A majority of the authorized number of directors, or two directors, whichever is larger, shall constitute a quorum for the transaction of business. Unless the Articles, these Bylaws or provisions of the CNCL specifically require a greater number, every act or decision done or made by the affirmative vote of a majority of directors present at a meeting duly held at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of directors, if any action taken is approved by an affirmative vote of a majority of the number of directors constituting a quorum for such meeting.

Section 5.11. Adjournment. Any meeting of the Board, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such 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 adjournment.

Section 5.12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to such action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Faxed signatures by any director on a duplicate copy of a unanimous written consent shall have the same force and effect as an original signature by such director. E-mail from any director confirming his or her agreement to a unanimous written consent shall have the same force and effect as an original signature by such director. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.13. Organization. The Chairman of the Board, or the President in the absence of a Chairman of the Board, shall preside at every meeting of the Board, if present. If the Chairman of the Board or the President is not present, a director chosen by a majority of the directors present shall act as chairman. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the Chairman of the Board, the President or acting chairman, shall act as secretary of the meeting.

Section 5.14. Compensation and Reimbursement. No compensation, of any kind, shall be paid to any director for the performance of his or her duties as director, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. Subject to Article 7 below, provided that there is full disclosure of the terms of such reimbursement and the arrangement has been approved by the Board or, if applicable, the Contract Review Committee, this Section 5.13 shall not in any way limit reimbursement of or payment for services provided to the Corporation (a) by the director in any capacity separate

from his or her responsibilities as a director or (b) by any organization with which a director is affiliated.

Section 5.15. Interested Persons. At no time shall more than forty-nine percent (49%) of the directors of the Corporation be “interested persons” as defined in Section 5227 (or any successor provision) of the CNCL. As presently in effect, Section 5227 of the CNCL defines an “interested person” as:

(a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE 6 COMMITTEES

Section 6.1. Committees of the Board. The Board may, by resolution adopted at a meeting of the Board by the affirmative vote of a majority of the directors then in office, provided a quorum is present, create one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by the affirmative vote of a majority of the directors then in office. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolutions of the Board, and may have all the authority of the Board in the management of the activities and affairs of the Corporation, except that no committee may authorize any action requiring the approval of the full Board under Section 5212 (or any successor provision) of the CNCL. As of the date of these Bylaws, such actions include:

(a) the taking any action for which, (i) if the Corporation had members, approval by the members or approval by a majority of all members or (ii) approval by the Board would be required under the CNCL;

(b) the filling of vacancies on the Board or on any committee that has the authority of the Board;

(c) the amendment or repeal of these Bylaws or the adoption of new Bylaws;

(d) the amendment or repeal of any resolution of the Board;

(e) the creation of other committees of the Board or the appointment of members thereto;

(f) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(g) the approval of any self-dealing transaction within the provisions of Section 5233 (or any successor provision) of the CNCL, except as provided in Section 5233(d)(3) of the CNCL (or any successor provision). As presently in effect, Section 5233 of the CNCL defines a “self-dealing transaction” as a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

The foregoing provisions of this Section 6.1 shall not apply to any committee which is not authorized to exercise the authority of the Board.

Section 6.2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning Board meetings (including, without limitation, notice, quorum and unanimous written consent provisions) and other Board actions, except that the time for regular meetings of committees and the calling of special meetings of committees may be determined either by resolution of the Board or, in the absence of such resolutions of the Board, by resolution of such committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, such committee may adopt such rules.

Section 6.3. Particular Board and Advisory Committees. The Board may establish particular committees (*e.g.*, executive committee, audit committee, nominating committee, compensation committee, finance committee or advisory board). The Board shall not, however, delegate any of the powers listed in Section 5212(a)(1)-(8) (or any successor provision) of the CNCL to any committee. If any committee is to have any non-director committee members, it shall be an “advisory committee,” and not a committee of the Board.

ARTICLE 7 OFFICERS

Section 7.1. Officers of the Corporation. The Corporation shall have a Chairman of the Board or a President, or both, a Secretary, a Treasurer and such other officers with such titles and duties as the Board may determine. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman of the Board or the President. Other than Chairman of the Board, an officer may, but need not be, a director. Only a director may serve as Chairman of the Board.

Section 7.2. Appointment of Officers. All officers shall be chosen and appointed by the Board. The officers of the Corporation shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

Section 7.3. Other Officers. The Board may appoint, and may empower the President or any other officer to appoint, any other officers as the Corporation may require. Each officer so appointed shall have the title, hold office for the period, receive such compensation, have the authority and perform the duties specified in these Bylaws or determined by the Board.

Section 7.4. Resignations. Any officer of the Corporation may resign effective upon giving written notice to the Corporation, unless the notice specifies a later time for the

effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be appointed pursuant to Section 7.6 to take office on the date the resignation becomes effective. The resignation need not be accepted to be effective unless otherwise specified in the notice. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 7.5. Removal. An officer may be removed from office, with or without cause, but subject to the rights, if any, of such officer under any contract of employment, by the affirmative vote of a majority of the directors of the Board then in office.

Section 7.6. Vacancies. A vacancy occurring in any office for any reason shall be filled by the Board.

Section 7.7. Responsibilities of Officers.

(a) Chairman of the Board. The Chairman of the Board, if there be such an officer, shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board or prescribed by these Bylaws. If no President is appointed, the Chairman of the Board shall be the general manager and chief executive officer of the Corporation, and shall exercise all powers of the President described in Section 7.7(b).

(b) President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of the Corporation and shall have general supervision and control over the activities and affairs of the Corporation, subject to the control of the Board. The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board, except when the signing and execution thereof shall have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The President shall have all the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board or these Bylaws. The President shall have discretion to prescribe the duties of other officers and employees of the Corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board.

(c) Secretary. The Secretary shall act as secretary at all meetings of the Board and committees of the Board, if any, and shall keep or cause to be kept in the offices of the Corporation the minutes of all such meetings. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary subject to the control of the Board, and shall perform such other duties as from time to time shall be assigned by the Board.

(d) Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such bank or depositories as the Board may designate. At the annual meeting of the Board, he or she shall at all reasonable times exhibit or cause to be exhibited the

Corporation's books and accounts to any officer or director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and shall, when required, give security for the faithful performance of his or her duties as the Board may determine.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, all checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by one other officer. In the event that the Treasurer is unavailable, checks may be signed by one other officer and countersigned by another officer.

Section 8.2. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.3. Gifts. The Board may accept on behalf of the Corporation any gift, bequest or device for the charitable purposes of the Corporation.

ARTICLE 9 INDEMNIFICATION

Section 9.1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees and "agents" (as defined in Section 5238(a) (or any successor provision) of the CNCL), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) (or any successor provision) of the CNCL.

Section 9.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) (or any successor provision) of the CNCL, the Board shall promptly determine under Section 5238(e) (or any successor provision) of the CNCL whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) (or any successor provision) of the CNCL has been met and, if so, the Board shall authorize indemnification.

Section 9.3. Advancement of Expenses. To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under these Bylaws in defending any covered proceeding shall be advanced by the Corporation before final disposition of the proceeding to such person, upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation for such expenses.

ARTICLE 10 INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees and other agents against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE 11 RECORDS AND REPORTS

Section 11.1. Maintenance of Corporate Records. The Corporation shall keep:

- (a) adequate and correct books and records of account; and
- (b) written minutes of the proceedings of the Board and committees of the Board.

Section 11.2. Inspection. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties and the records of each of its subsidiaries, if any. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 11.3. Annual Report. To the extent required by Section 6321 (or any successor provision) of the CNCL, an annual report shall be prepared and distributed to the directors of the Corporation within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain any information that is required by Section 6322 (or any successor provision) of the CNCL.

Section 11.4. Annual Statement of Certain Transactions and Indemnifications. To the extent required by Section 6322 (or any successor provision) of the CNCL, as part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its directors a statement of any transaction or indemnification within one hundred twenty (120) days after the end of the Corporation's fiscal year.

ARTICLE 12 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the CNCL shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE 13
AMENDMENTS**

Subject to the limitations provided by law (including, without limitation, Section 5150 (or any successor provision) of the CNCL), the Board, by the affirmative vote of a majority of directors, may adopt, amend, or repeal any portion of these Bylaws.

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