

Bylaws of
Cedar Springs Waldorf School
Dated: February 25, 2004
A California Nonprofit Public Benefit Corporation

ARTICLE I OFFICES

Section 1.01. Principal Office

The principal office of the Corporation for its transaction of business is located at 6029 Gold Meadows Road, Placerville CA 95667, El Dorado County, California.

Section 1.02. Change of Address

The Board of Trustees is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of El Dorado, California. Any such change shall be noted by the Secretary in the Bylaws, but shall not be considered an amendment of these Bylaws.

Section 1.03. Other Offices

The corporation may also have office at such other places with or without the State of California, where it is qualified to do business, as its numbers may require and as the Board of Trustees may, from time to time, designate.

ARTICLE II PURPOSES AND LIMITATIONS

Section 2.01. Objectives and Purposes

The primary objectives and purposes of this corporation shall be:

- (a) To provide a full Waldorf elementary curriculum. Instruction shall address the physical, emotional and intellectual aspects of each child, as indicated by the initial Waldorf School founder Rudolf Steiner;
- (b) To sponsor special events such as school plays, seasonal festivals, and public lectures;
- (c) To directly engage in and to provide facilities for others to engage in the promotion of Waldorf education generally

Section 2.02. Limitations

- (a) This corporation is organized as and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- (b) No substantial part of the activities of this corporation shall consist of carry on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.
- (c) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any trustee, officer, or member, provided, however, that this provision shall not prevent payment to any such reasonable compensation for services performed for the corporation in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Trustees; and no such person shall be permitted to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE III MEMBERSHIP

The members of the Corporation shall be those persons from time to time constituting its Board of Trustees. The vote and acts of the trustees shall constitute the votes and acts of the members, as distinguished from action by the Board of Trustees, as required or permitted by law.

ARTICLE IV BOARD OF TRUSTEES

Section 4.01. Qualification, Duties, and Responsibilities of the Trustees

The business and affairs of the Corporation shall be controlled by a board of not less than six (6) and not more than thirteen (13) trustees. At least one shall be elected from a slate nominated by the College of Teachers of the school, at least one shall be elected from a slate nominated by the faculty of the school, and at least one shall be elected from a slate nominated by the Parent Guild of the school. It is the intent of this provision to maintain continued representation of each of these groups on the Board of Trustees.

The trustees shall serve in leadership roles to carry the vision of Cedar Springs Waldorf School and see that the school fulfills and upholds its vision, mission, and value statements. The self-appointing body, striving for diverse skills and a broad cross-section of talents as well as a diverse grade level representation will carry on the financial and legal work of the school and interface with the administration, the College of Teachers, faculty and Parent Guild.

Each trustee shall be a legal resident of the United States of America and shall have reached the age of twenty-one (21). No trustees may receive a salary or other compensation from the

Corporation for services rendered as a trustee. A trustee may be compensated by the Corporation for his/her services to it other than as a trustee and may be reimbursed by the Corporation for travel, out-of-pocket and other expenses incurred in serving as such a trustee.

The following are guidelines for trustee's qualifications:

- (a) Demonstrate commitment to Cedar Springs Waldorf School's vision, mission, and values.
- (b) Recognize the anthroposophical foundation of Waldorf education and be in harmony with it.
- (c) Have one year of active participation in a school committee, in an anthroposophical endeavor, or as a faculty member.
- (d) Be an active participant in the Cedar Springs Waldorf community.
- (e) Work in harmony through a commitment to the consensus decision making process and its methods.
- (f) Be able to attend regular meetings.
- (g) Be willing and able to play a leadership role in at least one committee.
- (h) Be able to contribute legal, organizational, financial, business and community development and other expertise required by the Board of Trustees.
- (i) Be willing to exercise discretion and confidentiality in sensitive matters concerning the activities, decision, and discussion of the Board of Trustees.
- (j) Have no marital or partner relationship with another Board member.

Each trustee shall have the following responsibilities:

- (a) Serve as a visible and active leader in the school community. Represent the school to the outer community. Stay consistently conscious of what is happening at the school and be actively involved.
- (b) Enliven and strengthen the vision of the school through dealings and service within the school.
- (c) Attend Board meetings regularly. Be prepared to report on committee work to coordinate work that is assigned at these committee meetings.

- (d) Act as a leader or be an active member of one or more Board committees including carrying the work of the committee, coordinating and implementing decisions, proposals, plans, etc., and reporting back to the Board.
- (e) Act as a leader for fundraising for the school.
- (f) Cultivate leadership and participation throughout the parent body.
- (g) Demonstrate financial responsibility to the school by being in compliance with the CSWS Accounts Receivable Policy.

Section 4.02. Length of Term

The maximum length of term of any trustee shall be two (2) years and no trustee shall serve more than three (3) consecutive terms.

Section 4.03. Nominations, Elections and Vacancies

Election to the Board of Trustees shall be made by the Board on a semi-annual basis at its regular meeting in May and November each year. Special elections may be called by the Board President to fill vacated positions, on an as needed basis. The process will begin by each Board member stating the status of their term and their intentions to continue or leave the Board at the regular meeting in March of each year. The Board of Trustees shall make every effort to stagger the terms so that no more than fifty percent (50%) of the Trustees terms will expire each year. The Trustees will compile a list of potential nominees for discussion. Potential nominees shall be discussed and agreed upon by the existing Board of Trustees in Executive Session prior to announcing the candidates to the community. The candidates will then be invited to attend no less than three consecutive Board meetings to evaluate their potential as Board members. The existing Board of Trustees will then elect new members.

All nominations for faculty members of the Board shall be made by the faculty of Cedar Springs Waldorf School.

Nominations for the College of Teachers member of the Board shall be made by the College of Teachers of Cedar Springs Waldorf School. Nominations for the Parent Guild members of the Board shall be made by the Parent Guild of the Cedar Springs Waldorf School. All other nominations shall be made by the Board of Trustees.

The slate of newly-elected Board members shall be published in the School UPDATE Bulletin.

If any vacancy on the Board should occur so that any provision of Section 4.01 of the Article is thereby unfulfilled, the Board shall, at its next regular or special meeting, elect an appropriately nominated person to fill such vacancy.

Not more than forty-nine (49%) of the persons serving on the Board of Trustees at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding reasonable compensation paid to a trustee as trustee; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law or father-in-law of any such person.

However, any violation of the provision of this paragraph shall not affect the validity of any transaction entered into by the Corporation.

Section 4.04. Removal of a Board Member

Under extreme circumstances, as deemed sufficient by 2/3 of the remaining member of the full Board of Trustees, a trustee may be expelled from the Corporation. S/he must be notified and the reason explained: within seven (7) days of this notification, s/he can request a meeting with the Board of Trustees for further clarification of reconsideration. The decision of the Board at this meeting is final.

Section 4.05. Regular Meetings and Annual Meeting

A minimum of ten (10) regular meetings of the Board shall be held annually at the Cedar Springs Waldorf School or at such other place as designated by the President. A minimum of one (1) annual meeting will be held as well, with all parents, faculty and staff invited and all committees presenting information concerning their activity.

Section 4.06. Special Meetings.

Special meetings of the Board of Trustees may be held at any time on the call of the President or, in the event of his/her absence, by the Vice President, and said meeting may be held at any time and place.

Section 4.07. Notice of Meeting

Notice of the time and place of each annual or special meeting shall be given by mail to each trustee at the last known place of residence or business of such trustee not less than three (3) days before such meeting.

Section 4.08. Waiver of Notice

The transactions of any meeting of the Board of Trustees held without previous notice, shall be as valid as though made at a meeting held after the public notice, if either before or after the meeting, each of the trustees not present signs a written waiver of notice or consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.09. Quorum

Fifty percent (50%) of the Board of Trustees entitled to vote shall constitute a quorum for the transaction of business. Decisions of the Board must be approved in consensus by a quorum of the Board of Trustees.

Section 4.10. Powers of the Trustees

The trustees shall, in addition to the general powers conferred upon them by these Bylaws, have the power to:

- (a) Elect annually at the May meeting of the Board of Trustees, a president, vice-president, a secretary, and a treasurer for the upcoming fiscal year.
- (b) Receive and hold by purchase, gift, devise, bequest or grant real or personal property for educational purposes connected with the Corporation or for the benefit of Cedar Springs Waldorf School.
- (c) Sell, mortgage, lease or otherwise use and dispose of the property of the Corporation in such a manner as Trustees shall deem most conducive to the prosperity of the Corporation.
- (d) Declare vacant the seat of any Trustee who is absent more than 15% of the preceding twelve months board meetings without an approved leave absents from the Board of Trustees.
- (e) Make and amend all Bylaws necessary and proper to carry into effect the powers of the said Board of Trustees as necessary and desirable for the advancement of the interests of the Cedar Springs Waldorf School, provided that no Bylaws shall conflict with the Constitution or the laws of the United States or of the State of California.
- (f) If in judgement of the Board, the school no longer adheres to and promotes the purposes as stated in the Articles of Incorporation of the Cedar Springs Waldorf School, the Board of Trustees shall have the power to close the school and dispose of its assets in accordance with the provisions of the Articles of Incorporation of the Cedar Springs Waldorf School.

Section 4.11. Resignation

If a non-faculty or non-College of Teachers Board member leaves the Board for any reason, a minimum of one year must pass before that Board member may request a return to the Board of Trustees.

Section 4.12. Leave of Absence

Any Board member may request a leave of absence from the Board for a period of not less than three (3) weeks or greater than three (3) months. Said leave period may be extended at the discretion of the Board of Trustees for no more than an additional three-month period. While on a leave of absence, trustees will forfeit their right to vote in any and all matters of the board.

ARTICLE V OFFICERS OF THE CORPORATION

Section 5.01. Officer of the Corporation

The officers of the Corporation shall consist of a president, vice-president, secretary, and treasurer. All officers shall be members of the Board of Trustees.

Section 5.02. Election of Officers

The officers of the Corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract employment.

Section 5.03. The Powers and Duties of the President

The president of the Corporation shall be president of the Board of Trustees. S/he shall preside at all meetings of the Board. S/he shall, when directed by the Board of Trustees, sign with the proper officers of the Corporation all contracts, securities, and other obligations of the Corporation in the name of the Corporation. S/he shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Trustees and shall have general over-sight over the affairs and finances of the Cedar Springs Waldorf School.

In addition to the above job description, the president of the Board shall do the following:

- (a) Meet weekly with the Executive Committee (College Chair, Administrator, and Parent Guild President.) The purpose of these meetings is to keep informed about all the school issues, create upcoming agendas, and deal with problems as they come up.
- (b) Answer all letters sent to the Board. Inform the Board of the letters and follow through with action needed to respond to these letters.
- (c) Serve as contact for parents and teachers with issues that they want to bring to the Board's attention.

- (d) Represent the Board in meetings with parents and/or teachers where it is determined that a Board presence is required.
- (e) Be an “ex-officio” member of all standing committees. Be on call as a point of reference for help and advice for these committees. Be responsible for and provide oversight and function of all committees of the Board.
- (f) Be available on an on-call basis for crisis situations and emergencies.
- (g) Preside at all meetings of the Board of Trustees at which s/he is present. Provide leadership at Board meetings.
- (h) Provide reports on the affairs of the Board of Trustees at such times as the Board may require.

Section 5.04. The Powers and Duties of the Vice President

In the case of the absence or disability of the president, the duties of the office shall be performed by the vice-president.

Section 5.05. The Power and Duties of the Secretary

- (a) The secretary shall keep the Minutes of all meetings of the Board.
- (b) She/he shall attend to giving notice of all planned meetings.
- (c) She/he shall attest the signatures of the proper officers to all contracts, securities, and other obligations of the Corporation in the name of the Corporation and shall affix the seal of the Corporation thereto.
- (d) A Board Membership Chart shall be kept for the purpose of recording: member’s names, positions of representation, office held, date term began, date term will expire, and meeting attendance.
- (e) He/she shall perform all duties incident to the office of the secretary, subject to control of the Board, and such other duties as may from time to time be imposed upon him/her by the Board of Trustees or the president.

Section 5.06. The Powers and Duties of the Treasurer

- (a) The treasurer shall have custody of the funds and securities of the Corporation which may come into his/her hand and shall, if required by the Trustees at any time, give such bond as the Board of Trustees may require of him/her.

- (b) The treasurer shall also prepare, or cause to be prepared, and shall present to the Board a complete yearly report including a profit and loss statement and balance sheet showing the assets and liabilities of the Corporation for the same period.
- (c) The treasurer shall, whenever so required by the Board of Trustees or the president, render a statement to them or to him/her of the finances of the Corporation.

ARTICLE VI

Section 6.01. Non-liability of Trustees

The trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 6.02. Indemnification by Corporation

To the fullest extent permissible by law, this corporation shall indemnify trustees, officers, employees, or other agents of this corporation, including persons formally occupying any such position, who have been successful on the merits and defense of any civil, criminal, administrative or investigative proceeding brought to Procure a judgment against such person by reason of the fact that he or she is, or was, and agent of the corporation, or has been successful in defense of any claim, issue or matter their room, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such a person either settles any such claim or sustained a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of section 5238 of the California nonprofit public benefit corporation law.

Section 6.03. Insurance for Corporate Agents

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a trustee, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California nonprofit public benefit corporation law) asserted against or incurred by the agent in such capacity arising out of the agent status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of California Nonprofit Public Benefit Corporation Law.

ARTICLE VII FISCAL YEAR

The fiscal year shall run from August 1st to July 31st of each year.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 8.01. Execution of Instruments

The Board of Trustees, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract to execute and deliver any instrument in the name of and on behalf of Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount

Section 8.02. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, 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 the President of the Corporation.

Section 8.03. Deposits

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

Section 8.04. Gifts

The Board of Trustees may except on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE IX CORPORATE RECORDS, REPORTS AND SEAL

Section 9.01. Maintenance of Corporate Records

The corporation shall keep at its principal office in the state of California:

- (a) Minutes of all meetings of trustees, committees of the board and, if this Corporation has members, of all meetings of members, indicating a time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and proceeding thereof.
- (b) Adequate and correct books and records of accounts, including account permits properties and business transactions and accounts of its assets, liabilities, receipts,

disbursements, games and losses.

- (c) A record of members, if any, indicating: members names, addresses, positions of representation, offices held, date term began, date terminal expire, and meeting attendance.
- (d) A copy of the Corporation's articles of incorporation and Bylaws as amended to date shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 9.02. Corporate Seal

Board of Trustees may adopt, use, and at will alter, a corporate seal. Such a seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instructions, however, shall not affect the validity of any such instrument.

Section 9.03. Trustees' Inspection Rights

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 9.04. Members' Inspection Rights

This Corporation has any members, then each and every member shall have the following inspection rights, repurpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights requested.
- (b) To obtain from the Secretary of the Corporation, upon written demand in payment of a reasonable charge a list of names, addresses and voting rights of those members entitled to vote for the election of the Trustees as of the most recent date for which the list has been compiled or as of the date specified by the member subsequent to the date of the demand. The demand shall state the purpose for which the list as requested. The membership list shall be made available on or before the later of; ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) to inspect that any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand of the Corporation by the member, for a purpose reasonably related to such a

person's interest as a member.

Section 9.05. Right to Copy and Make Extracts

Any inspection under the provisions of this Article maybe made in person or by agent or attorney and a right to inspection includes the right to copy and make extracts.

Section 9.06. Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Trustees of the Corporation and, if this Corporation has members, to any member who requested in writing, which report shall contain the following information in appropriate detail:

- (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 receipt of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses for disbursements of the Corporation, for both general and restrictive purposes during fiscal year.
- (e) Any information required by Section 7 of this Article.

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

If this Corporation has members, then, if this Corporation receives TWENTY FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues were receipts during the fiscal year, this Corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accounting report from independent accountants or certifications a corporate officer, as specified by the above provisions Of this section relating to the annual report.

Section 9.07. Annual Statement of Specific Transactions to Members

This Corporation shall mail or deliver to all trustees and any and all members of the statement within a one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount in circumstances of any indemnification or transaction of the following

kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiaries was a party, and in which either of the following had direct or indirect material financial interest:
 - (1) Any trustee or officer of the corporation or its parent subsidiary (they mere common trustee shall not be considered immaterial financial interest); or
 - (2) Any holder of more than ten percent (10%) of the voting power of Corporation, its parent subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with tire same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any trustee or officer, except that no such statement may be made such indemnification was approved by the members pursuant to Section 5238 (e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by the Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, were practical, 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.

If this Corporation has any members and provide all members with an annual report according to the provisions of Section 6 of this Article, in such annual report shall include the information required by this Section.

ARTICLE X PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSESTS

Section 10.01. Prohibition Against Sharing Corporate Profits and Assets

No member, trustee, officer, employee, or other personal connection with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the Corporation in affecting any of its public or charitable purposes, provided that such compensation as otherwise permitted by these Bylaws and is fixed by resolution of the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, of the Corporate assets upon dissolution of the Corporation. All members, if any, of the

Corporation shall be deemed to have expressly consented and agreed that on dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hand of the Board of Trustees of this Corporation and not otherwise.

Certificate

This is to certify that the foregoing is true and correct copy of the Bylaws of the Corporation named in the title thereto and these Bylaws were duly adopted by the Board of Trustees of said corporation (on the date) _____

SIGNED: _____

DATED: _____

NAME: _____

Secretary, Board of Trustees
Cedar Springs Waldorf School