

BY-LAWS OF PHILADELPHIA WALDORF INITIATIVE

ADOPTED JUNE 6, 2005  
AMENDED FEBRUARY 11, 2009

ARTICLE I. NAME

Section 1

The name of this Corporation is Philadelphia Waldorf Initiative.

ARTICLE II. PURPOSE

Section 1

The purpose of the Corporation is to establish and operate a non-profit independent school and family center working with the pedagogy of Waldorf Education, within the international education movement and its principles as given by Rudolf Steiner.

The Corporation shall follow a racially non-discriminatory policy in all aspects of operation, including admissions of students, and shall not discriminate against any person, on the basis of race, religion, color, or national or ethnic origin.

ARTICLE III. BOARD OF TRUSTEES

Section 1 Qualifications of the Trustees

The business affairs of the Corporation shall be controlled by a Board of not fewer than seven (7) and not more than twenty (20) Trustees. The officers of the Corporation as described in Article IV shall continuously be Trustees of the Corporation. No fewer than three (3) of the Trustees shall be Faculty members. After a College of Teachers is formed, at least two (2) of the said Faculty members shall also be members of the College, and at least one (1) a non-College member if there is non-College faculty. No fewer than two (2) Trustees shall be parents; one (1) of these shall have been nominated by the Parents' Group after such a group is formed and recognized by Faculty and Board. The Parents' Group shall consist of representatives from each class in the school. The membership on the Board of Trustees of any Faculty member or of any parent in the school shall be immediately terminated if such a person ceases to be a Faculty member or parent in the school. However, this provision shall not prevent such a person from being re-nominated and re-elected in accordance with Section 3 of this article.

Board members shall be required to acquaint themselves with the essential organizational principles of Waldorf schools.

No Trustee 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.

Section 2 Length of Term

The maximum length of term of any non-Faculty Trustee shall be two (2) years and no non-Faculty Trustee shall serve more than four (4) consecutive terms. The maximum length of term of any Faculty Trustee shall be one (1) year and no Faculty Trustee shall serve more than eight (8) consecutive terms.

Section 3 Nominations, Elections, and Vacancies

Election to the Board of Trustees shall normally be made by the Board at its regular meeting in May of each year. However, nomination to the Board of Trustees may be made at any time if there is not a full Board.

Election of officers of the Board of Trustees shall normally be made by Board at its regular meeting in May of each year. Officers shall be elected for two (2) year terms and no Trustee may serve as an Officer more than eight (8) years.

Once the College of Teachers is established by the Faculty, all nominations for College members of the Board shall be made by the College. All nominations of non-College Faculty members for Board membership shall be made by the full Faculty. Nomination of a Parent Group representative shall be made by the Parent Group of the Waldorf School. All other nominations shall be made by the Board of Trustees.

If any vacancy on the Board should occur so that any provision of Section 1 of this article be thereby unfulfilled, the Board shall, at its next regular or a special meeting, elect an appropriately nominated person to fill such vacancy.

#### Section 4 Removal of a Board Member

For just cause, as deemed sufficient by consensus of a quorum of the Board of Trustees, a Trustee may be expelled from the Board. S/he must be notified and the reason explained: within seven days of this notification, s/he can request a meeting with the Board of Trustees for further clarification or reconsideration. The decision of the Board at this meeting is final.

#### Section 5 Regular Meetings

- a. Semi-annual meetings – The Board shall hold one annual meeting in October at the school facility or at such other place as designated by the President. Additional meetings shall be held at the discretion of Board. These meetings shall be open to the entire school community.
- b. Monthly meetings – The Board shall hold at least nine (9) monthly meetings during the school year at the school facility or at such other place as designated by the President. These meetings shall be attended by all Board members.

#### Section 6 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 or inability to act, the Vice President, or any three (3) Trustees, and said meeting may be held at any time and place. Business transactions at all special meetings shall be confined to the issues stated in the call and matters pertaining thereto.

#### Section 7 Notice of Meeting

Notice by mail shall be addressed or delivered to each Trustee at such Trustee's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by a 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 mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by facsimile or electronic mail to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, 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. A notice need not specify the purpose of any special meeting of the Board.

#### Section 8 Participation in Meetings by Conference Telephone.

Trustees of the Board of Trustees may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (1) each Trustee participating in the meeting can communicate with all of the other Trustees concurrently, (2) each Trustee is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation, and (3) the Corporation adopts and implements some means of verifying both that: (i) a person communicating by telephone, electronic video screen, or other communications equipment is a Trustee entitled to participate in the Board meeting, and (ii) all statements, questions, actions, or votes were made by that Trustee and not by another person not permitted to participate as a Trustee. Participation in a meeting pursuant to this Section 2.10 constitutes presence in person at such meeting.

#### Section 9 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 regular 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 10 Quorum

More than fifty percent (50%) of the board of Trustees entitled to vote shall constitute a quorum for the transaction of business. Consensus of such quorum present at the time and place of any meeting of the Board of Trustees shall be sufficient to act upon any proposition that may come before the Board except as limited in Article III, Section 11, e or f.

#### Section 11 Powers of the Trustees

The Trustees shall, in addition to the general powers conferred upon them by these by-laws, have the power to:

- a. Elect annually at the meeting of the Board of Trustees, a President, a Vice President, a Secretary, and a Treasurer.
- 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 Philadelphia Waldorf Initiative.
- c. Sell, mortgage, lease or otherwise use and dispose of the property of the Corporation in such a manner as the Trustees shall deem most conducive to the prosperity of the Corporation.
- d. Declare vacant the seat of any Trustee who is absent from three (3) consecutive regular meetings of the Board of Trustees.
- e. Make and amend all by-laws 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 Philadelphia Waldorf Initiative, provided that no by-law shall conflict with the Constitution or the laws of the United States or of the Commonwealth of Pennsylvania.
- f. New by-laws may be adopted or these by-laws may be amended or repealed by consensus of the total membership of the Board of Trustees. All Trustees must be given no fewer than seven (7) day's written notice of any meeting at which such action is to be taken, along with a written copy of a proposal to amend or repeal.
- g. If in the judgment of the Board, the school and Family Center no longer adheres to and promotes the purposes as stated in Article II, Section 1 of these by-laws, and in the Articles of Association, the Board of Trustees shall have the power, with consensus of the full Board, to close the school and dispose of its assets in accordance with the provisions of the Articles of Incorporation of the Philadelphia Waldorf Initiative.

Consensus may be arrived at in an open meeting or by mail or any reasonable means determined by the Board.

- h. Take any and all actions necessary and proper for conducting the business of the Corporation.

Section 12 Exclusions from the Powers of Trustees

- a. Specifically excluded from the powers of the Board of Trustees and reserved to the Faculty of the School are all matters pertaining to the conduct of the educational program of the school, including, but not restricted to, the formation of the curriculum and the engagement or dismissal of Faculty or staff members.
- b. Faculty and staff salaries shall be determined jointly by the Faculty and the Board of Trustees.

Section 13 Adjournment.

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. 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 Trustees who were not present at the time of the adjournment.

Section 14 Action Without Meeting.

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all Trustees shall individually or collectively consent in writing to such action; provided, however, that the preceding provision shall not include the consent of any Trustee who has a material financial interest in a transaction to which the Corporation. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such Trustees.

## ARTICLE IV. OFFICERS OF THE CORPORATION

Section 1 Officers and Their Qualifications

The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary. All officers shall be members of the Board of Trustees.

Section 2 The Powers and Duties of the President

The President of the Corporation shall be President of the Board of Trustees. He/she shall preside at all meetings of the Board. S/he shall, when directed by the Board of Trustees in accordance with Article III, Section 9, 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 by the Board of Trustees and shall have general oversight for the affairs and finances of the Philadelphia Waldorf Initiative.

Section 3 The Powers and the 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 4 The Powers and Duties of the Secretary

The Secretary shall keep the minutes of all meetings of the Board. S/He shall attend to giving notice of all planned meetings. S/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. S/He shall perform all duties incident to the office of

the Secretary, subject to the control of the Board, and such other duties as may from time to time be imposed upon him or her by the Board of Trustees or the President.

Section 5 The Powers and Duties of the Treasurer

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. S/He shall also perform such other appropriate duties as the Board President may require. The Treasurer shall also prepare, or cause to be prepared, and shall present to the Board a complete yearly report and balance sheet showing the assets and liabilities of the Corporation as of the close of the fiscal year, together with a profit and loss statement showing the gross and net income and operating expenses of the Corporation for the same time period. The Treasurer shall so, whenever required by the Board of Trustees or the President, render a statement to the, or to him or her, of the finances of the Corporation.

ARTICLE V. FISCAL YEAR

Section 1

The fiscal year shall run from July 1 through June 30 of each year.

ARTICLE VI. COMMITTEES

Section 1 Committees

The Board may, by resolution adopted by a majority of the Trustees at a meeting at which a quorum is present, create one or more committees, each consisting of two or more Trustees, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Trustees at a meeting at which a quorum is present. The Board may appoint one or more Trustees as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee to the extent provided in the resolution of the Board, shall have all the authority of the Board except with respect to:

- (a) Approval of any action for which requires approval of the Board or of a majority of the Board;
- (b) Filling of vacancies on the Board or in any committee which has the authority of the Board;
- (c) Amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appointment of committees of the Board;
- (f) Approval of any self-dealing transaction or any successor provision thereto.

Section 2 Meetings and Actions of Committees.

Regular and special meetings and actions of committees of the Board of Trustees shall be governed by the provisions of this Article II applicable to meetings and actions of the Board; provided however, that the Board may adopt rules for the conduct of the business of any committee consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII. CORPORATE INDEMNIFICATION

Section 1

Trustee Liability. Board liability insurance shall be purchased and renewed annually by the school. No Trustee shall be personally liable for monetary damages for any action taken, or failure to take any action, unless:

(1) the Trustee has breached or failed to perform the duties of his office under Section 8363 of the Pennsylvania Director's Liability Act; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

#### Section 2

Actions by Third Parties. Subject to the limitations set forth in this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee, agent, or representative of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such a person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

#### Section 3

Actions by or in Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee, agent or representative of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, agent, employee, or representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for willful misconduct or recklessness in the performance of such person's duty to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the corporation is located, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

#### Section 4

Expenses of Successful Defense. To the extent that any person of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 2 and 3 of this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

#### Section 5

Determination. Any indemnification under Sections 1, 2 and 3 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances, because such person has met the applicable standard of conduct set forth in Section 1, 2, and 3. Such determination shall be made either (a) by the Board of Trustees by a majority

vote of a quorum (as defined in these By-Laws) consisting of trustees who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable, or, even if obtainable, and a majority vote of a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

#### Section 6

Advance Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the person on whose behalf payment is to be made to repay such amount if he is not entitled to be indemnified by the Corporation unless it shall be determined ultimately that such a person is entitled to be indemnified by the Corporation.

#### Section 7

Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, agent, or representative of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person by the Corporation and incurred by such person or the corporation in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Article. Notwithstanding any other provision of these By-Laws to the contrary, any insurer under such a policy of insurance shall indemnify and/or defend such person to the fullest extent of coverage then in effect, and indemnification by the Corporation of such person shall be extended by reference to such policy to the fullest extent such policy of insurance actually provides coverage to such person.

#### Section 8

Advice of Counsel. Neither the Corporation nor its trustees or officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this Article or for taking or omitting to take any other action under this Article, in reliance upon the advice of counsel to the Corporation.

#### Section 9

Rights not Exclusive. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The rights of indemnification provided hereunder shall continue as to a person has ceased to be a trustee, officer, employee, agent or representative of the Corporation nor of another corporation, partnership, joint venture, trust, or other enterprise and shall inure to the benefit of the heirs and personal representative of such person.

#### Section 10

Procedures for Indemnification. Indemnification provided hereunder shall only be provided where the person or persons seeking indemnification have complied with the following terms and conditions:

- (a) Notice of all claims made or threatened against a person seeking indemnification shall be given promptly to the Corporation by such party;
- (b) The Corporation shall have the right to retain such counsel as it may choose in the defense of any claim for which indemnification may be sought or is being sought;
- (c) No costs, settlements, charges, or expenses shall be incurred without the consent of the Corporation, which shall not be unreasonably withheld.

