

**OLYMPIA WALDORF EDUCATION ASSOCIATION**

**BYLAWS**

*Approved*

*September 21, 2010*

# OLYMPIA WALDORF EDUCATION ASSOCIATION BYLAWS

## ARTICLE I

### The Corporation and the Corporate Offices

1.1 *Name.* The name of the corporation shall be Olympia Waldorf Education Association, hereinafter referred to as “Olympia Waldorf School.”

1.2 *Mission.* The mission statement of Olympia Waldorf School is:

Awakening minds, enlivening hearts, and engaging hands for lifelong learning.

1.3 *Registered Office and Registered Agent.* The registered office of the corporation shall be at Olympia Waldorf School in the City of Olympia, Washington, or located in the State of Washington at such other place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.4 *Other Offices.* The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Trustees may from time to time determine.

1.5 *Structure of Olympia Waldorf School.* Olympia Waldorf School, like all Waldorf schools, is self-administered. An interconnected structure of leadership arises from the realm of the faculty, administration and parents of the school children, reflecting the three realms of a healthy Waldorf school, which are overseen legally and financially by the Board of Trustees. Each realm contributes to the strength of the school’s existence.

1.5.1 The Faculty carries the pedagogic or educational vision of the school.

1.5.2 The Management Team oversees the administrative matters of the school, facilitates school-wide communication and coordinates the functions of the school leadership bodies.

1.5.3 The Parent Association supports the social sphere by fostering communication and upholding the service culture with in the school community

## ARTICLE II

### Board of Trustees

2.1 *Powers.* The management of all the business affairs, property, and interests of the corporation shall be vested in a Board of Trustees, whose powers and duties shall be hereinafter set forth and in harmony with the Articles of Incorporation, the Bylaws, and the laws of the State of Washington (See RCW Chapter 24.03) (see OWS Board of Trustees Job Description).

The powers of the Board of Trustees include:

- 2.1.1 Approve the annual budget of the school.
- 2.1.2 Convene the semi-annual All-School Meetings.
- 2.1.3 Create and dissolve standing committees (see OWS Committee Policy).
- 2.1.4 Authorize the school to initiate or be party to legal actions.
- 2.1.5 Adopt and revise school policies referenced by these Bylaws.
- 2.1.6 Hire and terminate the Management Team according to the OWS Hiring Policy.
- 2.1.7 Approve the termination of employees in all other positions in the school.

Unless requested by the Faculty, or unless cause can be shown and approved by a two-thirds majority of the Board of Trustees, the Board of Trustees shall make no decisions controlling educational matters, including curriculum, matters of Faculty or student discipline, or admission of new students.

*2.2 Number and Qualifications.* The Board of Trustees shall consist of seven or more persons, who must be parents or guardians of children currently enrolled in Olympia Waldorf School or have significant Waldorf or anthroposophical training or special skills and experience. No more than two voting Trustees (including those Trustees appointed by the Faculty and the Parent Association) may be employees of the school. All Trustees shall be prepared to study Waldorf education and anthroposophy, and be committed to developing Olympia Waldorf School, following the philosophy and the art of education presented by Dr. Rudolf Steiner of Stuttgart, Germany. All Trustees must agree to the duties and responsibilities of the Board of Trustees (see OWS Board of Trustees Job Description) and adhere to these Bylaws.

*2.3 Elections and Term of Office.* New Trustees shall be elected by a two-thirds majority vote of the current Trustees. At least one Trustee shall be elected each year, to insure staggering terms and experience levels. A nominating process shall begin each March (or as the need for a new Trustee(s) is identified), overseen by the Board's Nominating Committee (see OWS Board of Trustees Nominations and Election Policy). Trustees shall customarily be elected at the regular June meeting of the Board of Trustees, but may be elected at any regular or special meeting of the Board of Trustees.

The Faculty and the Parent Association shall each appoint one individual to serve as a Trustee and have the same voting rights as an elected Trustee.

The term of office for a Trustee shall commence on the date of the Board meeting they are elected and conclude three years later. Trustees may voluntarily extend their term with approval by the Board of Trustees. Trustees shall not serve for more than two consecutive terms or greater than six years.

*2.4 Changes in Number.* The number of Trustees may at anytime be increased or decreased by amendment to these Bylaws (and the Articles of Incorporation), but no decrease shall have the effect of shortening the term of any incumbent Trustee.

2.5 *Unexpected Vacancies.* All vacancies in the Board of Trustees, whether caused by resignation, death, or otherwise, may be filled by the affirmative motion of a majority of the remaining Board of Trustees. When there is less than the original quorum, the Association Members will elect, at the earliest opportunity, Trustees to fill out the remaining term of the former Trustees. A Trustee elected or appointed to fill any vacancy shall hold office for the remainder of the term of his or her predecessor and until a successor is elected.

2.6 *Regular Meetings.* Regular meetings of the Board of Trustees will be held each calendar month (except July), with the day and time decided at the preceding month's meeting. If a change in the date or time of a regular meeting occurs, notice will be given to each Trustee by the Secretary or the President at least three days prior to the rescheduled meeting. Meetings may be held at the registered office of the corporation or at such other places as the Board of Trustees may designate.

Members of the Board of Trustees, or any committee designated by the Board of Trustees, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. (RCW 24.03120)

2.7 *Special Meetings.* Special meetings of the Board of Trustees may be called at any time by the President or by any two Trustees. Such meetings shall be held at the registered office of the corporation, or at such other places or places as the Trustees may designate. The Secretary or the President shall give notice of all special meetings of the Board of Trustees to each Trustee at least three days prior to the meeting.

2.8 *Quorum.* A majority of the whole Board of Trustees with voting privileges shall be necessary at all meetings to constitute a quorum for the transaction of business.

2.9 *Waiver of Notice.* Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Trustee or Trustees, whether before or after the time stated for the meeting, shall be equivalence of giving notice.

2.10 *Voting.* In order for voting to take place, a quorum must be present. Unless otherwise provided in these Bylaws, a two-thirds majority vote shall be sufficient for the passage of a resolution by the Board of Trustees. However, to promote a spirit of accord, the Board will endeavor to reach consensus in all decisions.

2.11 *Action by Trustees Without a Meeting.* Any action required by the RCW's of the State of Washington to be taken at a meeting of the Trustees of the corporation, or any action which may be taken at a meeting of the Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of at the Trustees entitled to vote with respect to the subject matter thereof, or of all Trustees as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Secretary of State. (RCW 24.03465)

2.12 *Record of Votes.* When an action is passed without a unanimous vote or with abstaining members, the Secretary will carefully minute discussion regarding the action, as well as how each Board member voted. If a Trustee arrives late or leaves before the conclusion of a meeting, his/her arrival or departure will be recorded in the minutes to reflect their absence if actions were passed before or after they were present to vote.

2.13 *Remuneration.* No stated salary shall be paid to Trustees for their service.

2.14 *Loans.* The corporation shall make no loans to any Trustee. Therefore, Trustees with children enrolled in the school must remain in good financial standing.

2.15 *Resignation.* Any Trustee may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

2.16 *Attendance.* Trustees shall attempt to attend the All-School, regular, and special meetings of the Board and the Association members. Attendance shall be taken at each meeting. If a Board member fails to attend at least 80% of all such meetings, a Board member may request that the President, or his or her designee, meet with the member and re-evaluate their commitment and role on the Board.

2.17 *Removal.* Any Trustee may be removed at anytime, with or without cause, by an affirmative motion of a two-thirds majority of the voting Trustees. Voting Trustees shall consist of all the Trustees not subject to a removal action. A Trustee may also be removed by a two-thirds majority vote of the Association members.

2.18 *Duties of a Trustee.* A Trustee shall perform the duties of Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of Olympia Waldorf School, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. New Trustees shall adhere to the principles of the OWS Board of Trustees Job Description.

In performing the duties of Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

2.18.1 One or more officers or employees of the corporation who the Trustee believes to be reliable and competent in the matter presented;

2.18.2 Counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

2.18.3 A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, so long as in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. (RCW 24.03.127)

## ARTICLE III

### Officers

3.1 *Designations.* The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and any such officers as the Board of Trustees shall prescribe. All other officers shall be Trustees of the corporation.

The Board of Trustees shall elect, by the affirmative vote of a majority of the whole Board of Trustees, all officers for terms of one year at the June regular meeting. Two or more offices may be held by the same person, except the offices of President and Secretary (RCW 24.03125). Such officers shall hold office until successors are elected.

3.2 *President.* Subject to the control of the Board of Trustees, the President shall be the General Manager and Chief Executive Officer of the corporation. The President shall preside at all meetings of the corporation or Board and shall have such other powers and duties as may be prescribed by the Board.

3.3 *Vice-President.* During the absence or disability of the President, the Vice-President or any of the Vice-Presidents, in order designated by the Board of Trustees, shall exercise all the functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned to him or her by the Board of Trustees.

3.4 *Secretary.* The Secretary shall issue notices for all meetings (except notices of special meetings of the members and the Board of Trustees which are called by the requisite number of Trustees), shall keep minutes and attendance at all meetings, shall have charge of the seal and corporate books, shall distribute copies of the minutes to all Trustees, shall maintain files of all written records of the corporation, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Trustees. The Secretary may delegate any duties, but shall remain responsible for their performance.

3.5 *Treasurer.* The Treasurer shall have oversight of all monies and securities of the corporation, and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of just demands against the corporation, or as may be ordered by the Board of Trustees (taking proper vouchers for such disbursements), and shall render to the Board of Trustees from time to time, as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall assure that all taxes are paid and all reports are made to city, state, and federal authorities, as required, and that checks are signed only by individuals authorized by the Board of Trustees.

The Treasurer shall publish Olympia Waldorf School's non-discrimination policy annually, and take any other necessary steps to protect and maintain the tax-exempt status of the corporation under Section 501 [c](3) of the Internal Revenue Code.

The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Trustees. The Treasurer may delegate any duties, but shall remain responsible for their performance.

3.6 *Delegation.* If any officer of the corporation is absent or unable to act, and no other person is authorized to act in such officer's place by the provision of these Bylaws, the Board of Trustees may delegate the powers or duties of such officer to any other officer or any Trustee or any other person it may select.

3.7 *Other Officers.* The Board of Trustees may appoint such other officers or agents as it shall deem necessary or expedient, and who shall hold their offices for such terms, and shall exercise such power and perform such duties, as shall be determined by the Board of Trustees. Such officers may be ex-officio or honorary non-voting member of the Board of Trustees acting in an advisory capacity to the Board.

3.8 *Vacancies.* The Board of Trustees, at any regular or special meeting of the Board, may fill vacancies in any office.

3.9 *Removal of Officers.* Any officer or agent elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board of Trustees, if in the Board's judgment, the best interests of the corporation will be served thereby (RCW 24.03.130). Such removal shall be without prejudice to contract rights, if any, of the officer removed. Election or appointment of an officer shall not, of itself, create contract rights.

## **ARTICLE IV**

### **Members**

4.1 *Association Members.* All members of this corporation shall be referred to as Association Members. Members shall include all parents or guardians of children who are enrolled in Olympia Waldorf School and are in good standing, as well as any person who is a salaried employee of Olympia Waldorf School (Faculty or Staff).

4.2 *Other Rights of Members.* Association Members shall receive publications produced by Olympia Waldorf School, may attend all educational and cultural events sponsored by the school, may attend all annual and special corporation meetings, and shall have any other rights and privileges that the Board of Trustees may prescribe. Membership is not transferable.

## **ARTICLE V**

### **Members' Meetings**

5.1 *Meeting Place.* All meetings of the Association Members shall be held at the registered office of the corporation, or at such other place at which any such meetings shall be held. Such place shall be stated in the notice of the meeting.

5.2 *All-School Meetings.* Meetings of the Association Members for transaction of such business as may properly come before the meeting, shall be held at the school twice annually on the third Wednesday of October and May at 6:30 pm, if not a legal holiday, but if such a day is a legal holiday, then on the next business day at the same hour. This may be called the All-School Meeting.

5.3 *Special Meetings.* Special meetings of the Association Members may be called at any time by the President or by any three Trustees. Notice of the time and place of special meeting shall be given in the same manner as for All-School Meetings

5.4 *Notice of Members' Meetings.* Written or printed notice, stating the place, day, and hour of the All-School Meeting, shall be delivered not less than ten nor more than fifty days before the

date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each Association Member entitled to vote at such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice of regular meetings, other than All-School Meetings, shall be made by providing each Association Member with the adopted schedule of regular meetings for the ensuing year, at any time after an All-School Meeting and ten days prior to the next regular meeting, and at any time when requested by an Association Member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Association Member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. (RCW 24.03.80)

5.5 *Waiver of Notice.* A waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

## **ARTICLE VI**

### **Management Team**

6.1 *Organization.* The Management Team, under direction of the Board of Trustees, may organize itself in ways that facilitate and enhance the mission of Olympia Waldorf School.

6.2 *Role.* The Management Team directs all administrative matters of Olympia Waldorf School, except those duties specifically delegated otherwise or retained by the Board in the bylaws or Board Policies. Management Team members shall act in an advisory capacity to the Board, submit regular reports, and attend meetings as necessary.

The administrative matters include the following:

- 6.2.1 Community Development – Outreach, enrollment, fundraising, and public relations.
- 6.2.2 Business Management – Budget development, financial management, human resources, health and safety, site and facilities.
- 6.2.3 Pedagogical Oversight – Implementation and management of the duties assigned to the faculty in Article VII.

6.3 *Composition.* The Management Team shall consist of one or more Directors, hired by the Board, in accordance with the hiring policy. The Director assigned to pedagogical oversight shall have the title Dean of Education and shall be jointly hired by the Board and Faculty, in accordance with the hiring policy.

## **ARTICLE VII**

### **Faculty**

7.1 *Organization.* The Faculty, under the direction of the Dean of Education, may organize itself in ways that facilitate and enhance the mission of Olympia Waldorf School and the teaching philosophy and principles of Dr. Rudolf Steiner of Stuttgart, Germany.

7.2 *Role.* The Faculty carries the stewardship for the pedagogic realm of the school. The Faculty shall have the primary role in developing policy and procedures relating to curriculum, teacher selection, faculty and student discipline, or any other matter as the Board of Trustees may so delegate, provided that the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him/her by law.

7.3 *Composition.* As used in these Bylaws, the word “Faculty” shall include the Dean of Education along with both full and part-time class or specialty teachers who hold teaching positions with Olympia Waldorf School.

7.4 *Faculty Member of the Board.* The Faculty shall appoint a Faculty member to serve on the Board of Trustees. This person shall have full voting privileges on the Board.

## **ARTICLE VIII**

### **Parent Association**

8.1 *Organization.* The Board of Trustees shall establish the Parent Association. The Parent Association may organize itself in ways that facilitate and enhance the mission of Olympia Waldorf School.

8.2 *Role.* The Parent Association represents the parent community and holds the responsibilities of inspiring, informing and organizing the parent body. The Parent Association's intent is to nurture a healthy social network at the school by fostering warmth and communication between all members of the school community.

The Parent Association's roles are to:

8.2.1 Strengthen social bonds within the school community.

8.2.2 Facilitate constructive communication between parents, Faculty, and the Board of Trustees.

8.2.3 Serve as a springboard for parent ideas, initiatives, and concerns.

8.2.4 Inspire and coordinate families' service to the school.

8.3 *Composition.* The Parent Association is composed of up to two parent representatives from each class, who ideally serve staggered memberships of two years in length. There is an additional representative from the Faculty or Staff.

8.4 *Parent Association Member of the Board.* The Parent Association shall appoint a Parent Association member to serve on the Board of Trustees. This person shall have full voting privileges on the Board.

## **ARTICLE IX**

### **Committees**

9.1 *Establishing Committees.* The Board of Trustees may establish standing committees with continuing responsibilities. In addition, the Board may establish task forces or ad hoc committees for special tasks of a non-recurring nature. The establishment and termination of committees shall be in accordance with the OWS Committee Policy.

No such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Trustee or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation or adopting a plan for the redistribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Trustees, which by its terms provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for the purpose in the office of the corporation.

The designation of any such committee and, the delegation of the authority thereto, shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

## **ARTICLE X**

### **Grievances**

10.1 *Resolution of Grievances.* Resolution of all grievances within and between the various bodies of the school - parents, Parent Association, Faculty, Administration, and Board of Trustees - shall occur in accordance with the OWS Dispute Resolution Policy.

## **ARTICLE XI**

### **Non-Discrimination Policy**

11.1 *Non-Discrimination.* It is the policy of Olympia Waldorf School to offer Waldorf education to children regardless of race, color, national or ethnic origin, religion, disabilities, or gender, and to the extent our resources permit, of the ability of their family to pay.

## **ARTICLE XII**

### **Depositories**

12.1 *Depositories.* The monies of the corporation shall be deposited in the name of the corporation in such bank or trust companies as the Board of Trustees shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Trustees.

## **ARTICLE XIII**

### **Indemnification of Officers, Trustees, Employees, and Agents**

13.1 *Indemnification.* To the full extent permitted by the Washington Business Corporation Act, pursuant to Chapter 23.03.043 of the Revised Code of Washington, the corporation shall indemnify any person who was or is a party or is threatened to be a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the jurisdiction or otherwise), by reason of the fact that he or she was or is a Trustee or officer in the corporation, against expenses (including attorneys' fees), judgments, fines, and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings. The Board of Trustees may, at any time, approve the indemnification of any other person which the corporation has the power to indemnify under the Washington Non-Profit Corporation Act, as set forth above. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or contract.

## **ARTICLE XIV**

### **Amendments**

14.1 *Action by Trustees.* These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds majority vote of the Board of Trustees at any regular or special meeting.

14.2 *Record of Amendments.* Whenever a Bylaw is amended or a new Bylaw adopted, a notation shall be made in the appropriate section of each copy of the Bylaws and the new amended Bylaw inserted at the back.

If the current Bylaws are to be repealed in their entirety and a new set of Bylaws adopted, a copy of the repealed Bylaws shall be marked with the date of repeal and filed with the corporation records. All other copies shall be collected and replaced with the new Bylaws.

## **ARTICLE XV**

### **Records**

15.1 *Records.* The following records will be available at the registered office:

15.1.1 Current articles and bylaws.

15.1.2 A record of Association Members, including names, addresses, and classes of membership, if any.

15.1.3 Correct and adequate records of accounts and finances.

15.2.4 A record of officers' and directors' names and addresses.

15.2.5 Minutes of the proceedings of the Members (if any), of the Board, and any minutes which may be maintained by committees of the Board. Records may be written or electronic (if capable of being converted to writing).

The records shall be open at any reasonable time to inspection by any Association Member of more than three months standing or a representative of more than five percent of the membership.

Cost of inspecting or copying shall be borne by such member, except for costs for copies of articles or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member, if obtained by inspection, is prohibited.

The superior court of the corporation's or such member's residence may order inspection and may appoint independent inspectors. Such member shall pay inspection costs unless the court orders otherwise (RCW 24.03.135).

## **ARTICLE XVI**

### **Miscellaneous**

16.1 *Contracts, Bonds, and Negotiable Instruments.* Except as may be otherwise expressly provided in these Bylaws, no bond, mortgage, deed, or other written instrument made by any person or persons on behalf of the corporation or in its name shall be binding upon the corporation unless the same, in each instance, shall have been made under authority of the Board of Trustees or shall have been made pursuant to power especially delegated by the Board.

16.2 *Fiscal Year.* The fiscal year of the corporation shall extend from July 1st of each year to June 30th of the next, or as the Board of Trustees may otherwise prescribe.