



## **BYLAWS**

### **SANTA CRUZ WALDORF SCHOOL ASSOCIATION, INC.**

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#### **1 OFFICE**

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##### **1.1 Principal Office.**

The principal office of business of the Corporation is fixed and located at 2190 Empire Grade, in the county of Santa Cruz, California. The Board of Trustees (board) may at any time or from time to time change the location of the principal office from this location to another in this county and such a changes of address shall not be deemed an amendment of these bylaws.

##### **1.2 Other Offices.**

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board may, from time to time, designate.

#### **2 PURPOSE**

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That this corporation is formed for the following primary purpose:

(1) To establish, maintain and conduct one or more co-educational non-sectarian schools for children; to employ teachers, lecturers and other assistants incidental thereto; to acquire apparatus, books and school equipment necessary or useful therein and to apply in the operation of such school or schools the principles and philosophy of education developed and expounded by Rudolf Steiner.

(2) To study and conduct course of study in education and theories of education and to give exhibitions or demonstrations or lectures on branches of education, and to enlarge the public understanding and appreciation of the principles of this educational philosophy.

#### **3 MEMBERSHIP**

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##### **3.1 Members.**

There shall be three types of members in this association: faculty members, parent members, and associate members. Only faculty members and parent members shall have voting rights.

Previous Version Adopted 12/12/1987.

March 2016 Revision approved by Faculty (2/4/2016), Board of Trustees (2/23/2016) and Parent Association (3/2/2016).

3.1.1 **Faculty.** The faculty carries the educational impulse as envisioned by Rudolf Steiner to support the children and the parents in a spirit of family and community. The faculty shall be free to organize and form itself as it determined for the best interest of the school and consistent with these bylaws.

3.1.1.1 **Voting Rights.** Each employee who is currently a teacher at the school and regularly attends the faculty meetings is entitled to a vote as a member of the faculty.

3.1.1.2 **Faculty Chairperson.** The faculty shall meet together no less than once a month during the school year. Each year the faculty members shall elect a faculty chairperson. The faculty chairperson shall be responsible for advising the board and the vice-president regarding all matters affecting the faculty, as well as advising the faculty of all decisions of the board and the vice-president.

3.1.2 **Parent Association.** The Parent Association represents the wishes and questions of the parents. It empowers and supports the faculty in their work and supports the board through representation on the board and committees which are essential for the physical, social, and spiritual well-being and development of the school and its community. The Parent Association shall be free to organize and form itself as it determines for the best interest of the school and consistent with these bylaws.

3.1.2.1 **Voting Rights.** During the period of a child's regular enrollment in a school operated by this association each parent or legal guardian, who is not a member of the faculty, is entitled to a vote as a member of the Parent Association. Parents may request an absentee ballot from the Parent Association chairperson for all Parent Association votes.

3.1.2.2 **Parent Association Chairperson.** A meeting of the Parent Association can be called by the board, the faculty, any school committee, the Parent Association chairperson, or five percent (5%) or more of parents of the Parent Association. The Parent Association chairperson is identified at a Parent Association meeting. The Parent Association chairperson shall give reasonable notice to all Parent Association members of the time, place and purpose of meetings. A quorum shall be at least ten percent (10%) of the voting members. The Parent Association chairperson shall be responsible for advising the board and the president regarding all matters of interest to Parent Association members, as well as advising Parent Association members of decisions of the board and the president.

3.1.3 **Associate Members.** The Parent Association and/or faculty may nominate and the board may grant, condition and rescind associate membership. The purpose is to recognize those individuals in the community who express strong interest in furthering the primary purpose of this association or who have given financial aid, property, or services toward the material furtherance of this purpose.

3.2 **Meetings.** There shall be at least one meeting per year of all the voting and associate members of this association.

Previous Version Adopted 12/12/1987.

March 2016 Revision approved by Faculty (2/4/2016), Board of Trustees (2/23/2016) and Parent Association (3/2/2016).

- 3.2.1 **Annual Meeting.** An annual meeting shall be held in March of each year at the principal office of this Association, or at any other place or at any other time determined by resolution of the board. The president of the board shall be the presiding officer of the meeting and give notice of time, place and agenda prior to the meeting date to all association members in person, by electronic or first class mail, or in any other manner reasonably calculated to apprise members. The agenda will include an annual report of the association as well as an introduction of any newly chosen board trustees.
- 3.2.2 **Other Meetings.** Other meetings of the membership of this association may be called by the president of the board, the Parent Association chairperson, the faculty chairperson, or any other two or more board members, with notification in the same manner as for the annual meeting.
- 3.2.3 **Quorum.** A quorum at any meeting of the membership shall be ten percent (10%) of the members of the respective voting member group.

### 3.3 Liabilities

No person who is now, or later becomes a member of the association shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the association shall look only to the assets of this association for payment. There shall be no dues and assessments required of members of this association.

## 4 BOARD OF TRUSTEES

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### 4.1 Number and qualifications of trustees.

The board shall consist of a minimum of seven (7) and a maximum of twelve (12) members. The board cannot be comprised of 50% or more “interested persons” as defined in the bylaws. There shall be three types of trustees:

- 4.1.1 **Faculty trustees.** The board shall select a minimum of two (2) and a maximum of five (5) trustees from nominees of the Faculty.
- 4.1.2 **Parent trustees.** The board shall select a minimum of two (2) and a maximum of five (5) trustees from nominees of the Parent Association. No representative selected from the Parent Association shall be an “interested person” as defined in the bylaws.
- 4.1.3 **At-large trustees.** The board shall select a minimum of one (1) and a maximum of four (4) at-large trustees, provided, however, that no more than one-third of the board may be composed of at-large trustees. One or more of these members may be selected from outside the school community. No more than 49 percent of the at-large trustees may be “interested persons” as defined in these bylaws.

### 4.2 Appointment of Trustees.

- 4.2.1 **Selection.** Each trustee appointment requires the two-thirds vote of the board and must include a vote of at least one parent trustee and the vote of at least one faculty trustee.

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March 2016 Revision approved by Faculty (2/4/2016), Board of Trustees (2/23/2016) and Parent Association (3/2/2016).

**4.2.2 Term of Office.** The term of office of each trustee shall be two (2) years. Trustees may serve for no more than three (3) consecutive terms, unless a fourth term is approved by the board by at least a two-thirds vote. The board can shorten or extend terms by a year or less in order to stagger the terms of office for trustees to insure maintenance of experience and continuity for the board.

#### **4.3 Removal and resignation.**

A trustee may be removed from office by a majority vote of the board. A trustee may resign by submitting a letter of resignation to the board president or chairperson of the voting group represented.

#### **4.4 Vacancies.**

A vacancy on the board because of any reason shall be filled by the board selecting a new trustee to serve for a term length that is specified by the board at the time of selection, which shall be no greater than two (2) years.

#### **4.5 Meetings**

A meeting of the board may be called by any trustee at a time and place set by mutual consent of the trustees, but in no event later than 30 days following the date such meeting was requested. Regular meetings shall be established by consensus whenever possible. The time, place, and agenda notice of each meeting shall be posted in a conspicuous location at the school prior to the meeting. All meetings of the board shall be open to voting association members unless it is decided by the board that a meeting or a section of a meeting will be closed, in which case it will be designated on the agenda. Participation of visiting association members will be limited to observation unless specific proposals, plans, or resolutions are submitted to the president of the board prior to posting the agenda. A written summary of the transactions of the board, including the date of the next regular meeting, shall be posted in a conspicuous location.

#### **4.6 Quorum**

A quorum at any meeting of the board shall consist of two-thirds of the number of trustees, with at least one (1) faculty trustees and one (1) parent trustees. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees, so long as any action taken is approved by at least a majority of the required quorum for such a meeting.

#### **4.7 Manner of Acting**

Except as otherwise explicitly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the trustees present at a meeting is an act of the board. Each trustee shall have one vote. Voting by proxy shall not be permitted.

#### **4.8 Action Without A Meeting**

Any action by the board may be taken without a meeting if all members of the board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the board.

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March 2016 Revision approved by Faculty (2/4/2016), Board of Trustees (2/23/2016) and Parent Association (3/2/2016).

#### **4.9 Remote Attendees.**

Any one or more trustees may participate in a meeting of the board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

#### **4.10 Powers of the trustees**

Subject to California law, and any limitations in the articles of incorporation or these bylaws relating to action required to be approved by members or a majority of the members, all corporate powers of the association shall be exercised by or under the direction of the board. The trustees shall receive no compensation for their services as trustees. The board may delegate the management of the activities of the association to any person or committee however composed, provided that the activities and affairs of the association shall be managed and all powers shall be exercised under the ultimate direction of the board.

#### **4.11 Duties of the trustees**

Each trustee shall be responsible for a specific function necessary for the efficient operation of the school and be a source of expertise to the board. Trustees' responsibilities shall include planning, determining needs, establishing budget and priorities, and maintaining a nucleus of continuity for that specific function. Trustees shall be an open channel of communication between the board and the employee(s) or committee membership performing the specific function. The board shall appoint the chairpersons of the finance and fundraising committees. Trustees shall continue studies in Anthroposophy and Waldorf education.

## **5 OFFICERS**

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### **5.1 Officers**

The officers of this association shall be a president, vice-president, secretary, and treasurer, and such other officers as the board shall appoint. One person, other than the president and vice-president, may hold more than one of these offices. The president, vice-president, and secretary must be members of the board.

### **5.2 Selection and qualifications**

All officers shall be selected by a two-thirds vote of the board for a one-year term. In addition to any other qualifications required by the board, the person selected as vice-president shall be a graduate from a certified Waldorf teaching program and be qualified to be a class teacher at a Waldorf school.

### **5.3 Removal and resignation**

Any officer may be removed by a majority vote of the board. If such officer is also a trustee, that person shall continue as a regular member of the board of trustees except without the duties of the officer. (The procedure for removing a trustee is set forth elsewhere in these bylaws.) Any officer may resign anytime without prejudice by submitting a letter of resignation to the president, or vice-president in the case of the president's resignation; a trustee who is also an officer may resign his or her officer's post

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without resigning his trustee position. Within thirty (30) days from the date an officer vacates his post, the board shall appoint a successor.

#### **5.4 President**

The president shall act as the chief executive officer of the association and is subject to the control of the board, except as to those matters placed under the authority of the vice-president as pursuant to the following section. The president shall see that the board addresses all legal, financial, and physical questions pertaining to the school in a timely manner. The president shall coordinate present board activities to safeguard these aspects of the school's growth and well being, and harmoniously integrate them with the foundations of the past. As directed by the board, the president shall sign all letters, papers, and documents executed in the name of the association, and discharge such other duties as may be designated by the board.

#### **5.5 Vice-President**

The board delegates to the vice-president, as representative of the faculty, the power to make all decisions relating to school philosophy and curriculum. This duty includes approving all policies relating to faculty employment, student admission and dismissal. The vice-president shall have no authority to spend association funds, for school supplies or otherwise. In the case of removal or resignation of the president, the vice-president shall temporarily assume all the duties and responsibilities of the president, pending appointment of a new president.

#### **5.6 Secretary**

The secretary shall keep a full and complete record of the proceedings of the board, including all financial statements and recommendations. The secretary shall keep the seal of the association and affix it to such papers and instruments as may be required in the regular day-to-day course of business, supervise the keeping of all the records and files for the association, be responsible for keeping all correspondence and notices directed by the trustees, drafting and posting written summaries of the transactions of the board, and discharge such other duties as may be designated by the board.

#### **5.7 Treasurer**

The treasurer shall be responsible for the accurate accounting, regular reporting, and the recommendation of financially sound courses of action concerning all financial matters of the association, and discharge such other duties as may be designated by the board. The treasurer shall receive and safely keep all association funds and records concerning all such funds, as well as oversee any other person(s) working with such funds. The association funds shall be banked at an institution designated by the trustees and paid out only on checks of the association signed by the officers of the board or other person(s) charged by the board.

## **6 MISCELLANEOUS**

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### **6.1 Fiscal Year**

The fiscal year of this corporation shall end each year on July 31.

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March 2016 Revision approved by Faculty (2/4/2016), Board of Trustees (2/23/2016) and Parent Association (3/2/2016).

## 6.2 Non-discrimination policy

It shall be the operational policy of this association not to discriminate against any person on the basis of race, color, religion, creed, age, sex, physical handicap, or national origin, including but not exclusive of nondiscriminatory admission of students and members and equal use of all facilities.

## 6.3 Indemnification

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer or any former director or officer, and may be resolution of the board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with an claim, action, suit or proceeding to which he or she is made a party by reason of being a trustee, officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her gross negligence in the performance of a duty of the Corporation.

6.3.1 **Allowed Indemnification Payments.** Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such trustee, officer, or employee. The Corporation may advance expenses or where appropriate, may itself undertake the defense of any trustee, officer, or employee. However, such trustee, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification.

6.3.2 **Indemnification Insurance.** The board may also authorize the purchase of insurance on behalf of any trustee, officer, employee, or other agent against liability incurred by him which arises out of such person's status as a trustee, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## 6.4 Amendments of bylaws

6.4.1 **Board.** Subject to California law, and any limitations in the articles of incorporation or these bylaws, the board may adopt, amend, or repeal bylaws unless the action would materially or adversely affect the members' voting rights.

6.4.2 **Membership.** Bylaws may be adopted, amended, or repealed by the members as follows: Amendment to these bylaws will be recommended by the trustees and adopted or repealed by a two-thirds majority of a quorum of each voting group. This vote may be taken at the annual meeting, or any special meeting of both voting groups, or at separate meetings of each of the voting groups. The board will rule on the proposed amendment in the absence of quorum in either group. If a quorum of either voting group disapproves of the proposed amendment the board will rework and resubmit the proposal so long as there is a quorum to consider it.

## 6.5 Definitions

"Interested person" means any person currently being compensated by the association for services rendered to it within the previous 12 months, whether as a full- or part -time employee, independent

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contractor, or otherwise, and any brother, sister, ancestor, descendent, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

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