

Bylaws of Waldorf School of Baltimore

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Trustees.
3. **MEMBERSHIP:** The Trustees of the Corporation shall constitute the members of the Corporation.
4. **BOARD OF TRUSTEES:**
 - 4.1. **Classes:** There shall be only one class of Trustees.
 - 4.2. **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Trustees which shall be composed of no fewer than thirteen (13) persons.
 - 4.3. **Composition:** The Board shall be composed of at least thirteen (13) individuals who understand and are committed to the mission of the School. They shall be drawn from four groups: faculty, parent body, alumni or alumni-parent, and the outside community. Desired proportions among the four groups are stated below, and shall be maintained insofar as this is possible.
 - 4.3.1. Two seats on the Board of Trustees shall be identified as Faculty Seats, and shall be allocated to persons who are then currently employed as salaried teaching faculty members at the Waldorf School of Baltimore. Of these two seats, one Faculty Seat shall be occupied by a member of the Collegium and one Faculty Seat shall be occupied by a teaching faculty member at-large.
 - 4.3.2. Three seats on the Board of Trustees shall be identified as Parent Seats, and

shall be allocated to persons who have one or more children or grandchildren in attendance at the School and who are not currently employed by the School.

4.3.3. Three seats on the Board of Trustees shall be identified as Alumni or Alumni Parent Seats. These individuals shall be themselves Alumni of the Waldorf School of Baltimore, or parents of a School Alumnus.

4.3.4. One seat on the Board of Trustees shall be identified as a Community At-Large Seat, and shall be allocated to a person who is committed to the purposes of the Corporation but who is not a current Faculty, Student, Parent, Alumni or Alumni Parent.

4.3.5. Additional seats on the Board of Trustees may be allocated to persons committed to the purposes of the Corporation regardless of their relationship to the School.

4.3.6. A spouse or partner or immediate family member of a faculty member may serve, provided that no more than two such individuals shall serve at the same time. Faculty member is defined as a full-time or part-time salaried Administrative, teaching faculty or employee, as well as any hourly teachers and employees who are defined as faculty based on their hours and/or participation in Faculty Meeting.

4.3.7. The Executive Director shall serve as an *ex-officio* (non-voting) member by virtue of his or her position and will not be considered as filling a seat designated as a faculty seat.

4.4. Election/Vacancies: Trustees to serve for the ensuing year shall be elected by the existing Trustees, subject to the voting requirements set forth in section 6.3.

- 4.4.1. In approving new Trustees to serve on the Board, the existing Trustees shall seek to elect persons with diverse backgrounds, experience, qualifications and skills, taking into account factors such as race, gender, economic status, age and other appropriate factors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Trustees.
- 4.4.1.1. In the case of vacancies in the Faculty Seats, the Board shall consider only such candidates as have been designated or recommended by the Executive Director in consultation with the Collegium.
- 4.4.2. The Board Governance Committee shall present names of candidates for consideration by the Board of Trustees, after consultation with the Collegium. Elections to Trustee positions will occur at the June meeting, and the newly elected Trustees will begin serving at the next September meeting, unless an alternate date to begin serving is approved by the Board of Trustees.
- 4.5. Term: Each Trustee shall hold office for a term of three years, or until a successor is duly elected. With the exception of the Executive Director who serves on the Board by virtue of his or her position, no person shall serve more than two consecutive full terms on the Board of Trustees. Persons serving an initial term of less than three years may serve for two additional full three-year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Trustees for one year. A person serving in a Faculty, Parent or Community Seat may continue to serve in that seat for the balance of his or her current term even though, as a result of a change of circumstances, he or she no longer satisfies requirements for the

seat. Members of the Board of Trustees shall begin their term on September 1st following their election, or at a date determined by the Board of Trustees.

4.6. Removal: A Trustee may be removed, without cause, as determined by a two thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Trustees may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum.

Substantial cause shall include failure to participate in the activities of the Board of Trustees as evidenced by the failure to attend at least three consecutive meetings of the Board of Trustees.

4.7. Resignation: A Trustee may resign by submitting a written resignation to the President, or to the members of the Executive Committee (if the resigning Trustee is the President). A Trustee shall submit a written resignation within thirty days of notification to the President (or the Executive Committee if the resigning Trustee is the President) of the decision to resign. If the written resignation is not received within such thirty day period then the President (or the Treasurer if the resigning Trustee is the President) shall send a certified letter to the resigning Trustee requesting a written resignation within fourteen days of the date of the notification. If a written resignation is not received within such fourteen day period then the resigning Trustee shall be removed from the rolls of the Board of Trustees on the day following such fourteen day period. Electronic written resignation is permitted.

5. OFFICERS OF THE BOARD OF TRUSTEES:

5.1. Election/Vacancies: The officers shall consist of President, Vice-President, Secretary and Treasurer, and such additional Vice-Presidents or Assistant Secretaries or

Assistant Treasurers as the Board may from time to time appoint. The officers shall be elected by the Board of Trustees, from among the members of Board. Candidates for vacancies in officer positions will be presented to the Board of Trustees by the Governance Committee at the April meeting. Election to officer positions will occur at the June meeting, and the newly elected officers will begin serving immediately, unless an alternate date to begin serving is approved by the Board of Trustees.

5.1.1. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Trustees and any Trustee so elected shall fulfill the term of his/her predecessor.

5.2. Service: Officers shall serve for the duration of their term as members of the Board of Trustees.

5.3. Removal: An officer may be removed, without cause, as determined by a two thirds vote of the Board present at any meeting at which there is a quorum.

5.4. Resignation: Officers may resign from office only by submitting a written resignation to the President or Secretary or to the other Trustees, if the resigning officer is the President.

5.5. Authority and Duties: The Officers shall have the authority and responsibility as follows:

5.5.1. The President shall preside at and conduct all meetings of the Board of Trustees and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by

the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, lead the process for providing an annual performance evaluation of the Executive Director and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Trustees.

5.5.2. The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; they perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. The Vice-President, or other Board member, may be designated as the liaison with the Parents Association; The liaison shall be a parent of a current student at Waldorf School of Baltimore.

5.5.3. The Secretary shall oversee the keeping of accurate records and minutes of all meetings of the Corporation, including distribution and posting of copies of the minutes of the previous meeting in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; the maintenance of the Minutes Book of the Corporation at the office of the Corporation and in the Board archives; and a listing of current contact information for all existing Trustees, including email, home addresses and phone number(s).

5.5.4. The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the reconciliation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of

the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports and federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee and designate a recorder of minutes.

5.5.5. Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

6. BOARD MEETINGS:

6.1. Regular Board Meetings of the Board shall be held at least quarterly and may be scheduled more often by the President. Unless otherwise specified by the Board of Trustees, the June meeting of the Board shall constitute the annual meeting.

6.1.1. Special Meetings of the Board shall be held at any time and at any place when called by the President or by at least three Trustees. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

6.1.2. Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered electronically or by post, at least 7 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state in writing, at least 48 hours prior to the meeting time, that it is a special meeting being called. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

6.2. Quorum: At meetings of the Board of Trustees, a quorum shall consist of at least fifty percent of the Trustees then serving, present in person or participating electronically.

- 6.3. Voting: Except as otherwise provided in these bylaws, decisions of the Board of Trustees shall be by vote of a majority of those present and voting, but not less than one-third of the Trustees then serving. Each Trustee shall have one vote. Members may vote only in person or by participating electronically. There shall be no proxy voting, except when approved in advance by the President.
7. Emeritus Trustees: The Board of Trustees may designate, as Emeritus Trustees, individuals that provide insight and guidance to the Board's missions through active committee participation or the exercise of professional skills. These individuals will be selected from among previous Board of Trustees members, including those that have completed service on the Board of Trustees within the past 12 months. These individuals may attend Board of Trustees and committee meetings, but are not voting members of the Board of Trustees.
- 7.1. The process of selecting Emeritus Trustees is identical to the process described in these bylaws for electing new Trustees.
- 7.2. Resignation or removal of Emeritus Trustees will follow the same process described in these bylaws for the resignation or removal of existing Trustees.
8. COMMITTEES: The Board exercises certain of its oversight responsibilities through standing committees that focus on certain matters and areas of interest and impact to the Board. The standing committees of the Board of Trustees are: Executive Committee, Strategic Planning Committee, Finance Committee, and Board Governance Committee. Standing Committee chairs—who must be members of the Board of Trustees—will be nominated by the President, and approved by the Board of Trustees. Committee members will be nominated by that committee's chair and approved by the President.

All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. For each committee, a written mandate of committee roles and responsibilities, including qualifications, if any, for committee service, shall be prepared and submitted for approval by the Board of Trustees.

8.1. The Executive Committee, a standing committee of the Board, shall consist of the President, Vice-President(s), Treasurer, Secretary, and may include one at-large member elected by the Board of Trustees. The Executive Director shall serve as an ex officio (non-voting) member of the Executive Committee.

8.2. Other Standing Committees. Unless otherwise specified in a standing committee mandate, members of standing committees shall be determined in consultation with the President. Chairs shall appoint at least two members of the Board of Trustees and may include, subject to any specific qualifications included in the committee description, additional persons from among the faculty, parent body, or outside community.

8.3. In addition to the standing committees listed above, the Board of Trustees may create such committees with such powers as it deems appropriate.

8.3.1. Advisory Committees: The Executive Director may establish Advisory Committees to address functions that serve the Waldorf School of Baltimore, and that require interactions with the Board of Trustees. For each Advisory Committee, a mandate of roles and responsibilities, and qualifications for committee service, shall be approved by the Board of Trustees. Advisory Committee chairs will be nominated by the Executive Director, and may include the Executive Director, and will be approved by the Board. If an Advisory Committee is chaired

by someone other than the Executive Director, the term shall be for one year. In consultation with the President, Chairs shall appoint to the committee at least two members of the Board of Trustees, and may include additional persons from among the faculty, parent body, or outside community. An Advisory Committee shall function until the Board of Trustees votes to dissolve it.

8.3.2. Special Committees: The Executive Director may also appoint Special Committees to address specific, limited topics that require in-depth consideration in the short-term. They will be formed and governed like Advisory Committees (as set forth in section 8.3.1), except that Special Committees will dissolve 12 months after they are formed, although their mandate can be extended in 12 month increments.

9. ROLES AND RESPONSIBILITIES: Board of Trustees: In addition to the powers and duties set forth elsewhere in these Bylaws, the Board of Trustees' responsibilities include, but are not necessarily limited to, the following:

9.1. Defining the mission and vision of the school, as guided by the Executive Director in consultation with the administrative leadership team, and Collegium.

9.2. Assuring that the School continues to provide the opportunity for a high quality Waldorf education to students in the Baltimore metropolitan area;

9.3. Developing and implementing both short term and long range plans in furtherance of the mission and vision of the School;

9.4. Leading the efforts necessary to assemble the financial and other resources necessary to the successful operation of the School;

- 9.5. Adopting the annual operating and capital budgets, monitoring expenditures in relation to the budgets, and overseeing affairs of the School;
- 9.6. Hiring, supervising, and dismissing of the Executive Director of the School.
- 9.7. Establishing policies and procedures as are necessary to assure that the School is in compliance with all applicable legal and regulatory requirements, including but not limited to personnel, financial aid, admissions, enrollment and other policies;
- 9.8. Ensuring that the Executive Director convenes and maintains a Collegium and a leadership team in accordance with the Mandate from the Board of Trustees.
- 9.9. Executive Director: The Board of Trustees delegates responsibility for the day-to-day operation of the School to the Executive Director who is hired by the Board, and whose role and responsibilities are set forth in a Board approved job description.
10. CONFLICT OF INTEREST: Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Trustees or a committee of the Corporation for recommendation, authorization, or ratification of his or her approval shall give prompt, full and frank disclosure of his or her interest to the Board of Trustees or committee prior to its acting on such contract or transaction, the body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond in the discussions with answers to questions) or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the

contract, transaction, is under discussion or determination or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, a quorum and whether was present.

11. **INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Trustees (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Code of 1986 (or corresponding provisions of any future United States internal Revenue Law).
12. **EXONERATION:** To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
13. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the

Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the corporation and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

14. EMPLOYEE BENEFIT PLANS:

14.1. The Corporation shall be deemed to have requested a Trustee or officer to serve an employee benefit or welfare plan where the performance of the Director's or Officer's duties to the corporation also impose duties on, or otherwise involves services by, the Officer or Trustee to the plan or beneficiaries of the plan;

14.2. Excise taxes assessed on a Trustee or Officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and

14.3. Actions taken or omitted by the Trustee or Officer with respect to an employee benefit or welfare plan in the performance of the Trustee's or Officer's duties for a purpose reasonably believed by the Trustee or Officer to be in the interest to the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

15. MISCELLANEOUS PROVISIONS: Except to the extent prohibited by law, the indemnification provided in Section 11, above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to ac-

tion in his or her official capacity and as to action in any other capacity while holding of-
fice, and shall continue as to a person who has ceased to be a Trustee, Officer, em-
ployee or agent of the Corporation and shall inure to the benefit of the heirs, executors,
administrators of such person.

16. COMPENSATION: The members of the Board of Trustees and the elected officers of
the Corporation shall serve without compensation for their services as Board members
or Officers. Trustees and Officers may be reimbursed for all expenses reasonably in-
curred on behalf of the corporation. In addition, nothing in this paragraph is intended to
preclude a Trustee from receiving compensation for his/her service to the School in
some other capacity.
17. INSPECTION OF CORPORATE RECORDS: These bylaws, the roster of Trustees, the
books of accounts and the minutes or proceedings of the Board of Trustees and of the
Committees shall be open to inspection no later than 10 ten days after receipt of a writ-
ten request, addressed to the Chair or the Secretary of the Corporation by a Member of
the Corporation for any purpose reasonably related to his/her interests as a Member.
Such records shall be made available for the same purpose at any Board of Trustees
meeting when requested by at least three (3) members of the Board of Directors. In-
spection may be made in person or by an authorized agent or attorney and inspection
includes the right to make extracts at the Member's expense.
18. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of
money shall be signed by the President, Vice-President, Secretary, or Treasurer, or
other agents of the Corporation designated by the Board of Trustees. All contracts,
leases and deeds of any kind shall be signed by the President, Vice President or any

other agent of the Corporation designated by the Board of Trustees.

19. FISCAL YEAR: The fiscal year of the Corporation shall be from July 1 to June 30.
20. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Trustees assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Trustees entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Trustees assembled and shall be filed with the minutes .
21. AMENDMENTS: These bylaws may be amended by a majority vote of the Board of Trustees provided the proposed amendment(s) has(have) been submitted to the Trustees in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
22. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation, or military status, in any of its policies, activities or practices. This policy of non-discrimination covers school programs and activities including, but not limited to, academic, financial aid, educational services and employment. The Waldorf School of Baltimore is an equal-opportunity employer.
23. SEAL: The Seal of the Corporation shall be circular in form with the words "Waldorf School of Baltimore, Inc."
24. DISSOLUTION: The Corporation may be dissolved by a two thirds vote of the Trustees then serving provided that notice of the proposed dissolution has been submitted to the

Trustees in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Trustees shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Trustees this 20th Day of June, 2019

President: *Dana S. Glines*

Treasurer: _____

Secretary: *[Signature]*

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the By-Laws, Adopted by the Board of Trustees

Adopted: June 17, 2003

Amended: February, 2004

Amended : March 20, 2008

Amended : August, 2012

Amended: July 1, 2014

Amended: September 16, 2014

Amended: June 20, 2019