

Mountain Laurel Waldorf School

BOARD OF TRUSTEES BY LAWS

1.0 ARTICLE I

1.1 **PURPOSE**

The purpose of the Board of Trustees (hereinafter "Board") shall be to oversee the business management and operations of Mountain Laurel Waldorf School (hereinafter "School") and to ensure the School's financial health. The Board of Trustees shall have the powers set forth in the New York not-for-Profit Corporation Law.

1.2 **MISSION**

Mountain Laurel Waldorf School strives to build the foundation of a free human being. Guided by the educational philosophy of Rudolf Steiner, our teachers inspire independent and insightful thinking; empathy for all beings; and a love of meaningful work.

1.3 **NON-DISCRIMINATION POLICY**

It shall be the operational policy of the School not to discriminate against any person on the basis of race, color, sex, national origin, religion, marital status or sexual orientation, age, or disability in any of its policies, procedures, or practices. This policy of non-discrimination covers school programs and activities, including, but not limited to, academic admissions, financial aid, educational services and employment.

2.0 ARTICLE II

2.1 **BOARD OF TRUSTEES**

2.1.1 Powers and Number: The business of the School, including finances, legal concerns, and development, but excluding pedagogical issues or matters, shall be managed by the Board. The Board shall consist of not less than 5 or more than 12 trustees.

2.1.2 Faculty Representation. Up to two teachers can be members of the Board of Trustees, the proposed nominees shall become Trustees by a 3/4-majority vote of the Trustees then in office. Length of Term as outlined in 2.1.6. but their Board membership will terminate in any case when they are no longer members of the teaching staff. The Board will invite replacements as appropriate.

2.1.3 Administration Representation. The Administrator shall be a Board Trustee.

2.1.4 Appointment of Trustees at large. For appointment to the Board, an existing Trustee shall formally present the credentials and potential contribution of a nominee to the Board at a special or regular meeting. The proposed nominee shall become a Trustee by a 3/4-majority vote of the Trustees then in office.

A newly inducted trustee at large must attend three regular Board meetings before serving on a mandate group and nine regular meetings before serving as Board officer, however, a majority of the trustees (excluding the new member) might vote at any regular or special

meeting to change these requirements. All new trustees are welcome to serve on specific task groups immediately.

2.1.5 Duties. Trustees shall be reasonably expected to attend all regular meetings of the Board and to be involved in the regular work of the Board. Participation in mandate groups is encouraged.

2.1.6 Lengths of Terms. Trustees at large are appointed for a three-year term or until death, resignation, or removal. There shall be no limit to the number of terms a Trustee may serve. A month before the expiration of a three-year term, the concerned Trustee shall inform the Board whether he or she would like to be re-appointed to the Board. Reappointment shall be determined by a 3/4 majority of the remaining Trustees in a closed ballot.

2.1.7 Regular Meetings. The Board shall have monthly regular meetings for at least 5 times within a school year, at such time and place, as a majority of Trustees shall determine. There shall be at least one board meeting open to the community. There shall be at least one board meeting open to the carrying faculty to attend to issues of joint concern.

2.1.8 Special Meetings. Special meetings of the Board shall be called at any time by the President or upon the request of a majority of Trustees.

2.1.9 Quorum. At each meeting of the Board, a majority of the Trustees shall be present to constitute a quorum for the transaction of business.

2.1.10 Manner of Acting. The affirmative vote of a majority of the Trustees shall be an act of the Board. The rules contained in ***The New Robert's Rules of Order*** shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with the bylaws of the Board.

2.1.11 Officers. The officers of the School shall be the President, Vice-President, Secretary, and Treasurer, and the Board may from time to time appoint such other offices as deemed necessary. All officers must be members of the Board. The officers shall be elected by a majority of the Trustees for a three-year term. Upon the resignation, removal, or vacancy of any office, the Trustees shall elect by majority vote a successor to fulfill the term until the next Annual Meeting of the Board. There shall be no limit on the number of terms an officer may serve.

2.1.11.1 Duties of Officers. The officers shall have the following duties:

2.1.11.2 President. The President shall preside at the meetings of the Board and shall perform such other duties as may be assigned from time to time by the Board. He/she will be a member of the steering committee.

2.1.11.3 Vice President. The Vice President shall have such powers and shall perform such duties as shall be assigned by the Board. In the absence or disability of the

President, the Vice President shall preside at meetings of the Board and shall exercise the functions of President. He/she will be a member of the steering committee.

2.1.11.4 Secretary. The Secretary shall keep minutes of the meetings of the Board and shall have such duties as may be assigned from time to time by the Board.

2.1.11.4.1 Keep minutes of regular and special meetings of the Board;

2.1.11.4.2 Publish appropriate resolutions of the Board to the faculty and community as appropriate,

2.1.11.4.3 See that all notices and reports are duly given or filed in accordance with these bylaws or as required by law;

2.1.11.4.4 Be custodian of the records (other than financial) and in general, have such other powers and perform such other duties as shall be assigned by the Board.

2.1.11.5 Treasurer. The Treasurer, together with the Finance Group and the Board is responsible for all financial matters in conducting the business of the School.

2.1.11.5.1 Additional responsibilities include serving on the Finance Group to develop fiscal policy and guidelines together with the Finance Group and in close consultation with the Board.

2.1.11.5.2 The Treasurer shall render to the Board, whenever required, an account of the financial condition of the School.

2.1.12 Resignations.

2.1.12.1 Any Trustee may resign at any time by giving written notice to the President. The resignation is effective immediately.

2.1.12.2 Missing more than 3 scheduled Board Meetings within a School Year shall be deemed a resignation.

2.1.12.3 Removal. Any Trustee may be removed with or without cause by majority vote of the remaining Trustees.

2.1.13 Annual Meeting. The Annual Meeting of the Board shall be held preferably during the month of September, that its purpose shall be fivefold:

2.1.13.1 Conduct such business of the Board that is necessary for the benefit of the School and pursuant to its duties under the law;

2.1.13.2 So that any vacant offices on the Board shall be filled;

2.1.13.3 So that the Treasurer shall render to the Board an annual report of the preceding fiscal year;

2.1.13.4 So that the President shall report to the Board on the membership and condition of the current Board mandated groups;

2.1.13.5 So that the Faculty Representatives shall report to the Board on the membership and condition of the Faculty and of the Faculty mandated groups.

3.0 ARTICLE III

3.1 Standing Committees of the Board

3.1.1 Board Steering Group

The Board President, the Board Vice President, and the School Administrator shall meet to set the agenda for regular Board meetings.

4.0 ARTICLE IV

4.1 MANDATE GROUPS (detailed in *Governance and Administration* document)

4.1.1 Board mandated groups. The mandate groups of the Board shall be as follows:

4.1.1.1 **The Finance Group** has authority to:
coordinate, develop and monitor annual budgets in accordance with the budget process as outlined in the Governance and Administration document, and develop and implement tuition aid policies and programs

4.1.1.2 ***The Administrative Group** has responsibility for:

- planning for the maintenance of and improvements to the building and grounds
- deciding how various areas of the building and grounds will be used
- developing a master plan for the site
- creating safety and health policies for the school
- setting the annual calendar
- locating, screening and recommending prospective candidates for lead positions in administration (Note: The hiring decision for lead positions will rest jointly with the Carrying Faculty and Board)

- hiring administrative support staff

4.1.1.3. ***Development Group**

The group will work with the Development Director to enlarge and deepen the school's overall community of support through:

- developing programs for connecting the adult educational needs of the community with the educational resources of the school.
- making policies and procedures to enhance the utilization and effectiveness of volunteerism.
- planning and executing other community building activities.
- seeking ways to collaborate with the greater community.

The group will work closely with the Development Director to assist in planning and executing fund raising activities by:

- -bringing to fruition gifts of money, time and expertise.
- -guiding and supporting annual and capital campaigns that have been authorized by the Board of Trustees.

4.1.1.4 ***Visioning Group**

The group will work to create a **long-term** vision for the school by exploring the needs and desires of the community and uniting them with the principles and philosophy of Waldorf education. The group will achieve this by:

- creating forums for exploring the school's vision and facilitating and guiding the community, Faculty, parents and friends in the formation of a common vision of the school's future.
 - making explicit the vision that emerges from the community and creating out of that vision a long term plan for the school's development.
 - serving as an advocate and support for the implementation of the school's long term plan.
- In working to develop a vision of the school's future, the Visioning Group will work to ensure that the spiritual values of Waldorf education, as carried by the Faculty, will remain central to the school.

*** Mandate Groups report jointly to Board and Faculty**

5.0 ARTICLE V

5.1 ANNUAL BOARD REPORTS

Written Report. The Board shall prepare a written report of the financial condition and business health of the School, available to the public upon demand, no later than November 30 of each year. **An independent audit of the School's books shall be part of the report.**

6.0 ARTICLE VI

6.1 TAX EXEMPT STATUS

6.1.1 Activities

Notwithstanding any other provision of the by-laws, the School/corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or Revenue Law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

6.1.2 Dissolution

The dissolution of the School/corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government, for a public purpose.

7.0 ARTICLE VII

7.1 CONTRACTS, CHECKS, DEPOSITS, GIFTS

7.1.1 CONTRACTS

The Board of Trustees may authorize any officer or officers, agent or agents of the School, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the School. Such authority may be general or confined to specific instances.

7.1.2 CHECKS AND DRAFTS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the School shall be signed by such officer or officers, agent or agents of the School and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the School.

7.1.3 DEPOSITS

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

7.1.4 GIFTS

The Board of Trustees may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or for any special purpose of the School.

8.0 ARTICLE VIII

8.1 INDEMNIFICATION

Any person, and his or her heirs, executors or administrators, shall be held harmless by the School from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding in which he or she may be involved by reason of his/her being or having been a Trustee, Officer or employee of the School. The term "costs and expenses includes, but is not limited to attorney's fees, court costs, and amounts of judgments against settlements by any such Trustee, Officer or Employee which shall have been approved by the Board.

However, no person shall be held harmless or indemnified under this article with respect to any matter, in which it is finally adjudged in either a Court of Law or an administrative proceeding, or where such person has admitted in either a court of law or in an administrative proceeding that they have filed any documentation admitting to any governmental agency, or that he or she was guilty of willful misconduct or criminal activity.

9.0 ARTICLE IX

9.1 AMENDMENTS

These bylaws may be amended or repealed and new bylaws adopted by two-thirds majority vote of the authorized number of Trustees at a meeting of trustees, provided that notification of the proposed amendment has been sent to each trustee at least five (5) days in advance of the action.

9.2 FORCE AND EFFECT

These by-laws are subject to the provisions of the New York Education Law and Non-for-Profit Law and the articles of incorporation- If any provision of these by-laws is inconsistent with the provision of the above laws or the articles of incorporation, the provisions set forth in such law or articles of incorporation shall govern to the extent of such inconsistency and the balance or remaining provisions of these bylaws shall remain in full force and effect.