

WASHINGTON WALDORF SCHOOL INC.  
TRUSTEES COUNCIL  
BY LAWS

(Amended July 12, 2011)

ARTICLE I. OFFICES.

The principal office of the Corporation shall be located at 4800 Sangamore Road, Bethesda, Maryland 20816. The Corporation may have such other offices as the Board of Directors, which shall be known as and shall hereinafter be referred to as the “Trustees Council”, shall determine from time to time.

ARTICLE II. TRUSTEES COUNCIL.

Section 1. General Powers. Except as otherwise provided, the affairs of the Corporation shall be transacted by a Trustees Council. Members of the Trustees Council need not be residents of the District of Columbia. The Trustees Council shall have all powers of directors conferred on the Corporation by the provision of the District of Columbia Non-Profit Corporation Act. The Trustees Council shall delegate authority to the Children’s Garden, Lower School, and High School Departments of the Washington Waldorf School, operated by the Corporation, in matters relating to their respective pedagogies and the selection, assignment and duties of their respective faculties. The Departments shall be responsible for such matters to the Trustees Council to ensure the Corporation complies with all applicable laws.

Section 2. Number, Tenure, Qualifications, and Selection. The number of members of the Trustees Council shall be no fewer than five and, as much as possible, shall be composed of an approximately equal number of persons of Category One (consisting of members of the faculty (including administrative staff) of the Washington Waldorf School) and persons of Category Two (consisting of parents of students currently enrolled in the Washington Waldorf School, parents of former students of the Washington Waldorf School, and former students of the Washington Waldorf School), as well as a limited number of outside experts. The current Faculty Chair of the Washington Waldorf School shall be an *ex officio* member of the Trustees Council with full voting rights (except as to matters relating to his or her terms of employment including compensation, evaluation of performance, and termination). The current head of the Parents Organization of the Washington Waldorf School shall serve as (or designate a person to serve as) Parent Organization Liaison to the Trustees Council who shall be entitled to attend all Trustees Council meetings but shall not have voting rights. Whenever possible, a majority of the Trustees Council shall consist of members who are not paid faculty (including administrative staff) of the Washington Waldorf School or otherwise employed by the Corporation.

Members of the Trustees Council shall serve for three-year terms, such terms to be staggered and to begin with the first meeting of the Trustees Council after the start of the school year. Members of the Trustees Council may serve no more than two consecutive terms after which they are ineligible for one year to serve additional terms. Members of the Trustees Council shall be selected by the Trustees Council, upon recommendation of a nominating committee appointed by the Trustees Council.

Section 3. Meetings of the Trustees Council. The Trustees Council shall meet at least five times during each school year. Special meetings may be held at the call of the Chairperson of the Trustees Council or upon the request of three members of the Trustees Council. The date, time and place of any regular meeting or any special meeting may be changed by the Trustees Council. The Trustees Council shall regularly state its expectation that its individual members should to the best of their ability attend substantially all regular meetings unless prevented from doing so by exigent circumstances.

Section 4. Quorum. A majority of the Trustees Council shall constitute a quorum for the transaction of business at any meeting of the Council; if less than a majority of the members of the Trustees Council are present at any meeting, a majority of the members of the Trustees Council present may adjourn the meeting.

Section 5. Trustees Council Decision-Making. The Trustees Council shall, to the maximum extent possible, make its decisions consistent with the principles of Rudolf Steiner and by consensus. However, if after the Trustees Council considers all viewpoints on a particular motion and the Chairperson determines that consensus cannot be achieved after a reasonable period of discussion, any member of the Trustees Council may call for a vote. In such event, the motion shall be adopted if at least two-thirds of the members vote in favor thereof.

Section 6. Responsibilities of the Trustees Council. The Trustees Council shall: (a) in the first meeting of the Trustees Council after the start of each school year elect a Chairperson and Secretary of the Corporation; (b) elect such other officers as the Trustees Council may from time to time deem necessary; (c) hire a qualified person as Faculty Chair of the Washington Waldorf School with responsibility for providing day-to-day management and leadership of the School; (d) confer certificates upon students recommended for certification by the faculty of the School; and (e) appoint such committees as it may deem necessary.

Section 7. Compensation. Members of the Trustees Council shall not receive any compensation for their services on the Trustees Council. Nothing contained herein shall be construed to preclude any member of the Trustees Council from serving the Corporation in any other capacity and receiving compensation therefor.

Section 8. Extension of Tenure. The Trustees Council, by consensus, may exercise its discretion to extend by a maximum of two years the term of any Trustees Council member in his or her last year of the last term allowable in Article II, Section 2 above. The discretion vested in the Trustees Council in this Section 8 shall be exercised in order to continuously maintain a reasonably consistent number of (a) members on the Trustees Council or (b) members of either Category of Trustees (as set forth at Article II, Section 2 above), or to provide for the extension of one or more Trustee's terms in order to continue significant ongoing projects by the Trustees Council. The Trustees Council shall determine, in its reasonable discretion, how many Trustees are necessary for the purposes described in this Section 8, and whether such Trustees' terms should be extended for one or two years. The Trustees Council shall convene a committee to identify and nominate, from among the Trustees eligible for a discretionary term extension, one or more Trustees to serve for an extended term as set forth in this Section 8. A Trustee may only serve for one extended term in each period of such Trustee's service on the Trustees Council.

### ARTICLE III. OFFICERS OF THE TRUSTEES COUNCIL.

Section 1. Chairperson of the Trustees Council. The Chairperson of the Trustees Council shall perform such acts, duties, and responsibilities as are consistent with the provisions of the Articles of Incorporation, these Bylaws, and the policies established by the Trustees Council. He or she shall keep the Trustees Council informed of activities, developments, operations, and affairs of the Corporation. He or she shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Trustees Council and such as shall usually be attendant upon this office.

Section 2. Secretary. The Secretary shall keep, or cause to be kept, complete and accurate minutes of all meetings of the Trustees Council. He or she shall be responsible for the giving and serving of all notices of meetings. The Secretary shall have custody of the corporate seal, and he or she shall be authorized to attest and affix the seal or cause it to be affixed to legal instruments. The Secretary shall perform such other duties as may be assigned by the Trustees Council and shall have the duties usually attendant upon that office.

### ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS.

Section 1. Contracts. The Trustees Council may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name

of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Trustees Council. Any and all checks, drafts, or orders of or from the Corporation for the payment of any sum in excess of the amount of \$5000.00 shall bear two duly authorized signatures thereon.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Trustees Council may select.

Section 4. Gifts. The Trustees Council may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

#### ARTICLE V. BOOKS AND RECORDS.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees Council; and committees of the Trustees Council, and shall keep at the principal office a record giving the names and addresses of the members of the Trustees Council. The books, accounts, and records of the Corporation, except as otherwise required by the laws of the District of Columbia, may be kept within or without the District of Columbia, at such place or places as may from time to time be designated by the Bylaws or by resolution of the Trustees Council.

#### ARTICLE VI. FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of July on each year and end at midnight on the 30<sup>th</sup> day of June of the following year.

#### ARTICLE VII. INTERNAL OPERATION.

Section 1. Indemnification. The Corporation shall have power upon approval of the Trustees Council, by a majority vote thereof, to indemnify any member of the Trustees Council, officer, agent or employee, or former member of the Trustees Council, director, officer, agent or employee of the Corporation against judgments and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such member of the Trustees Council, director, officer, agent, or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct, including malicious or wanton acts, in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such member of the Trustee Council, director, officer, agent, or employee or other person may be entitled under any Bylaw, agreement, vote of the Trustees Council, or otherwise.

Section 2. Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a member of the Trustees Council, officer, agent or employee of the Corporation in good faith, if this person:

a. Reliance upon Financial Information. Relied upon financial statements of the Corporation represented to him or her to be correct by the Chairperson of the Trustees Council or the business manager of the Corporation, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation, or considered the assets to be of their book value; or

b. Reliance upon Counsel. Relied upon advice of legal counsel for the Corporation.

Section 3. Non-Discrimination. The Corporation admits students of any race, creed, color, gender, sexual orientation, or national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students attending the Washington Waldorf School. The Corporation does not discriminate on the basis of race, creed, color, gender, sexual orientation, or national and ethnic origin in the administration of its educational policies, admissions policies, scholarship programs, and athletic and other school-administered programs.

#### ARTICLE VIII. Amendment of By-Laws.

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by consensus or, if necessary, three-quarters (3/4) of the members of the Trustees Council at any regular or special meeting.

Adopted on the 11th day of  
October, 2005