

BY-LAWS  
OF  
THE ASSOCIATION OF WALDORF SCHOOLS OF NORTH AMERICA

*ARTICLE I. OFFICES*

The principal office of the corporation in the Commonwealth of Massachusetts shall be located in the city of Boston, County of Suffolk. The corporation (herein referred to as the Association) may have such other offices, either within or without the Commonwealth of Massachusetts, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the Commonwealth of Massachusetts a registered office, and a registered agent. The registered agent is InCorp Services, Inc., 10 Milk Street, Suite 1055, Boston MA 02108-4600, County of Suffolk, and may be changed from time to time as the Board of Trustees may determine without requiring amendment to these by-laws.

*ARTICLE II. MEMBERS*

Section 1. Class of Members. The corporation shall have three classes of Members, two that are for schools and institutes located in North America, specifically Canada, United States and Mexico, and one for individuals. The designation of such class and the qualifications and rights of the Members of such class shall be determined by the Full Members. In addition, the corporation shall have non-membership affiliation for schools and institutes in North America, as designated below in Item c:

Section 2. Membership. The classes of Members shall be as follows, of which schools and institutes are subject to the provisions of the Path to Membership, a document outlining approved membership requirements:

Item a. Full Member: Full Members of the Association are schools or institutes approved by Delegates to the Regional Delegate Circle of Members, as outlined in the Path to Membership. Full Members have the right and obligation to designate two individual Delegates who will attend the annual meeting, one of which will participate in consensus decisions. Full Members incur the obligation to pay dues, which shall be established by the Board of Trustees and the Full Members. Full Members also have an obligation to participate in a Regional Delegate Circle of Members in a specified geographical region.

Item b. Associate Member: Associate Members of the Association are schools or institutes approved by the Delegates of their corresponding Regional Delegate Circle of Members, as outlined in the Path to Membership. Associate Members have the obligation to designate an individual Liaison who will report and participate in the discussions at the regional delegates or annual meeting, but is not eligible to participate in the consensus decisions at said meeting. Associate Members incur the obligation to pay dues, as established by the Board of Trustees and the Full Members. Associate Members also

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have an obligation to participate in a Regional Delegate Circle of Members in a specified geographical region.

Item c. Registered Initiative (affiliation): Registered Initiatives are schools or institutes approved as affiliates by the Delegates of their corresponding Regional Delegate Circle of Members, as outlined in the Path to Membership, and upon receipt of the designated annual fee.

Item d. Individual Member: Individuals may become Members of the Association by payment of an annual fee at any time; they are not eligible to attend the annual meeting of Members; they do not participate in Association decision making.

Section 3. Consensus Decision Rights. Each Full Member shall be entitled to have one Delegate represent that Full Member on each matter submitted for a consensus decision. Each Full Member shall designate one Delegate and one alternate Delegate. Delegates shall be entitled to participate in consensus decisions as aforesaid, and in his or her absence the alternate Delegate shall participate in consensus decisions.

Section 4. Change or Termination of Membership. Full Members may, by a consensus of the Full Members at the Regional Delegate Circle of Members (except that Member being considered for a change), may change or terminate the membership of any Member per the requirements outlined in the Path to Membership, or suspend or terminate the membership of any Member who shall be in default in payment of dues for the period fixed in Article XI of these by-laws.

Section 5. Resignation. Any Member may resign by filing a written resignation with the Executive Director, Membership, but such resignation shall not relieve the Member of the obligation to pay any dues, or other assessments accrued and unpaid.

Section 6. Reinstatement. On receipt of a request signed by an authorized representative of a former Member and filed with the Executive Director, Membership, the Full Members may, by consensus decision at the Regional Delegate Circle of Members, reinstate such former Member to Membership upon such terms as the Full Members may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

*ARTICLE III. MEETINGS OF FULL MEMBERS*

Section 1. Annual Meeting. An annual meeting of the Full Members shall be held in the summer or as is convenient to the Members in each year, for the purpose of confirming membership, electing Trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the Commonwealth of Massachusetts, such meeting shall be held on the next  
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succeeding business day. If the election of new Members or Trustees shall not be held at the annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the Full Members may be called by the Executive Team, or the Board of Trustees, or not less than one-tenth of the Full Members.

Section 3. Place of Meeting. The Executive Team, or the Board of Trustees, or no less than one-tenth of the Full Members may designate any place, either within or without the Commonwealth of Massachusetts, as the place of meeting, for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at 35 West Plain Road, Great Barrington, MA, but if a majority of the Members shall meet at any time and place, either within or without the Commonwealth of Massachusetts, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally by mail or by electronic mail, to each Member entitled to participate in consensus decisions at such meeting, not less than 20, or more than 50 days before the date of such meeting, by or at the direction of any member of the Executive Team, or the Secretary, or the officers or persons calling the meeting. Advance information about a possible or likely meeting may be sent to Members at any time. In case of a special meeting or when required by the statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member's address as it appears on the records of the corporation, with postage thereon prepaid. If emailed, the notice of a meeting shall be deemed to be delivered when the email has been electronically delivered to the Delegate of the Member's email address as it appears on the records of the corporation.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by Delegates from all of the Members entitled to participate in consensus decisions with respect to the subject matter thereof.

Section 6. Quorum. Two-thirds of the Full Members must be in attendance to constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice.

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Section 7. Proxies. Consensus decisions shall not be by proxy. In the event of the inability of the Delegate to attend, the Member may designate an alternate Delegate to attend and participate in the consensus decision.

Section 8. Manner of Acting. Action of the Members shall be by consensus decision except as otherwise specified in these bylaws. Consensus is established pursuant to the Memorandum of Understanding Regarding Consensus Decision-Making issued by the Board of Trustees.

Section 9. Consensus Decision by Mail. Where any class of Members or Trustees are to be elected, such election may be conducted by mail, email, or electronic means in such manner as the Board of Trustees shall determine.

*ARTICLE IV. BOARD OF TRUSTEES*

Section 1. General Powers. The affairs of the corporation shall be administered by its Board of Trustees in consultation with the Full Members. Trustees need not be residents of the Commonwealth of Massachusetts or Members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of elected Trustees shall be no fewer than five nor more than twelve. Tenure for elected Trustees shall be terms not to exceed three years. Trustees shall be elected or re-elected by consensus to succeeding terms by the Full Members at the annual meeting of Full Members. In addition to elected Trustees, all members of the Executive Team (Article VI) shall serve as ex-officio Trustees.

Section 3. Removal. Trustees may be removed from office by a majority of the Full Members.

Section 4. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than this by-law at the same place as the annual meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the Commonwealth of Massachusetts, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President, any member of the Executive Team, or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Massachusetts, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Trustees shall be given at least five days previously thereto by written notice delivered personally or sent by mail, or electronic mail, to each Trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the  
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United States mail in a sealed envelope so addressed, with postage thereon, prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail has been sent. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 8. Manner of Acting. Any act by a consensus of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 9. Vacancies. Any vacancy occurring in the Board of Trustees that results in the number of Trustees falling below five may be filled by the affirmative consensus decision of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Such a Trustee may assume Trusteeship and his election shall be submitted for confirmation by the Full Members at the next annual meeting.

Section 10. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefore.

Section 11. Informal Action by Trustees. Any action required by law to be taken at a meeting of Trustees or any action which may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

Section 12. Telephonic meetings. Any meeting of the Board of Trustees may be held telephonically or by internet providing that Trustees present are able to hear and respond to all other Trustees present.

*ARTICLE V. OFFICERS*

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be selected by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

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Section 2. Election and Term of Office. Each officer of the corporation shall be selected for a term not to exceed three years by the Board of Trustees.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees.

Section 5. President. The President shall preside at all meetings of the Board of Trustees. He or she may sign, with the Secretary of the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other officers or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President. The Vice President shall preside at all meetings of the Board of Trustees in the absence of or in substitution for the President.; and in general he or she shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7. Treasurer. If required by the Board of Trustees, the Treasurer and any assistant Treasurers shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall chair the Finance Committee and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Director, Finance and Operations, the Full Members or by the Board of Trustees.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, the Full Members or by the Board of Trustees.

*ARTICLE VI. EXECUTIVE AGENTS OF THE CORPORATION*

Section 1. Appointment of Agents. The Board of Trustees will select such executive agents as it deems necessary to the conduct of the corporation's affairs. Such agents may serve for designated terms or at will, as is deemed necessary in relation to

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their duties. Agents to be appointed in this fashion include but are not limited to the following:

Section 2. Executive Team. The Executive Team is made up of three individuals: Executive Director, Membership, Executive Director, Advancement, and Executive Director, Finance and Operations. Each member of the Executive Team shall be the chief executive officer of their designated areas within the corporation and shall in general supervise and administer all of the business and affairs of the corporation. Members of the Executive Team shall preside at all meetings of the Full Members, and shall be ex-officio members of the Board of Trustees. Members of the Executive Team may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other officers or agent of the corporation; and in general each member of the Executive Team shall perform all duties incident to the offices of the Executive Team and such other duties as may be prescribed by the Board of Trustees or the Full Members from time to time.

*ARTICLE VII. COMMITTEES*

Section 1. Committees of the Board. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which, except for the Leadership Council as specified below, shall consist of two or more Trustees and may include non-Trustees, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation, except that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Trustee or officer of the corporation; amending the articles of incorporation, restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; adopting a plan for the distribution 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. The designation and appointment of any such committee and 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 by law.

Section 2. Committees of the Corporation. Other committees not having and not exercising the authority of the Board of Trustees in the management of the corporation may be created either by agreement of the Board of Trustees, by a member of the Executive Team, or by the Leadership Council.

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Section 3. Quorum. A majority of the whole committee shall constitute a quorum and the act by consensus of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 4. Rules. All Committees of the Board of Trustees, except for the Leadership Council shall document their operating procedures in a Mandate agreement. The Mandate must be consistent with these by-laws and must be approved by the Board.

Section 5. Leadership Council.

Item a. Purpose. The Leadership Council is a permanent committee of the Corporation and acts as a “collegium” of the corporation by informing, advising, and supporting the Executive Team and Board of Trustees; establishing membership criteria to be approved by the Continental Delegate Circle of Members; providing coordination and leadership for the Regional Delegate Circle of Members.

Item b. Composition. The Leadership Council is comprised of representatives from each geographical region of Member schools, a representative of the Member institutes, the Executive Team, and other individuals as designated in the Membership Handbook.

*ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS*

Section 1. Contracts. The Board of Trustees may authorize any office or officers, agents of the corporation, in addition to the officers so authorized by these by-laws, 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 confined to specific instances.

Section 2. Checks, Drafts, etc. 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 resolution of the Board of Trustees.

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 Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the corporation.

*ARTICLE IX. BOOKS AND RECORDS*

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members. Board of Trustees and  
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committees having any of the authority of the Board of Trustees shall keep at its registered or principal office a record giving the names and addresses of the Members. All books and records of the corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

*ARTICLE X. FISCAL YEAR*

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

*ARTICLE XI. DUES*

Section 1. Annual Dues. The Board of Trustees and the Full Members shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by Members of each class.

Section 2. Payment of Dues. Dues for Full, Associate and Individual Members and fees for Registered Initiatives shall be payable no later than October 31 for the fiscal year beginning the previous August 1.

Section 3. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period for which such dues become payable, its membership may thereupon be terminated by the Full Members in the manner provided in Article II Sec. 4 of these bylaws.

*ARTICLE XII. NONDISCRIMINATION*

The Corporation does not discriminate in any hiring or other business practices. Race, color, sexual orientation, gender, age, marital status, religious commitments, or political affiliations of individuals employed or included in services delivered by this organization are not considerations in any of its transactions.

*ARTICLE XIII. SEAL*

The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereupon the name of the corporation and the words "Corporate Seal".

*ARTICLE XIV. WAIVER OF NOTICE*

Whenever any notice is required to be given under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the

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person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*ARTICLE XV. AMENDMENTS TO BY-LAWS*

These by-laws may be altered, amended or repealed and new by-laws may be adopted by consensus decision of the Board of Trustees and the Full Members pursuant to the Memorandum of Understanding Regarding Consensus Decision-Making.

*ARTICLE XVI. DISSOLUTION*

The Corporation may be dissolved by consensus of the Full Members in conjunction with a majority of the full Board of Trustees.